

**A G E N D A**

**OCONEE COUNTY COUNCIL MEETING**

**TUESDAY, MARCH 5, 1996**

**7:00 PM**

1. Call to Order
2. Invocation
3. Approval of Minutes
4. Consideration of Request for Contingency Funds to Purchase New Vehicle for Coroner's Office - Mr. Karl Addis, Coroner
5. First Reading of Ordinance 96-2, "A THIRD SUPPLEMENTAL ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF OCONEE COUNTY, SOUTH CAROLINA, SEWER SYSTEM REFUNDING REVENUE BONDS, SERIES 1996 AND OTHER MATTERS RELATING THERETO" - Ms. Kathy McKinney, Bond Counsel
6. Approval of Resolution 96-2, "A RESOLUTION MAKING APPLICATION TO THE SOUTH CAROLINA BOARD OF ECONOMIC ADVISORS FOR APPROVAL OF THE EXECUTION BY OCONEE COUNTY, SOUTH CAROLINA, OF ITS LEASE AGREEMENT (BORG-WARNER AUTOMOTIVE POWERTRAIN SYSTEMS CORPORATION PROJECT), PURSUANT TO THE PROVISIONS OF SOUTH CAROLINA CODE ANNOTATED, TITLE 4, CHAPTER 12 (1976), WITH A CAPITAL INVESTMENT PRINCIPAL AMOUNT OF NOT LESS THAN \$30,000,000" - Ms. Kathy McKinney, Bond Counsel
7. Approval of Resolution 96-3, "A RESOLUTION MAKING APPLICATION TO THE STATE BUDGET AND CONTROL BOARD OF SOUTH CAROLINA FOR APPROVAL OF THE ISSUANCE BY OCONEE COUNTY, SOUTH CAROLINA, OF A SPECIAL SOURCE REVENUE BOND (BORG-WARNER AUTOMOTIVE POWERTRAIN SYSTEMS CORPORATION PROJECT), PURSUANT TO THE PROVISIONS OF SOUTH CAROLINA CODE ANNOTATED, TITLE 4, CHAPTER 29 (1976), AS AMENDED, IN THE PRINCIPAL AMOUNT OF NOT EXCEEDING \$1,250,000" - Ms. Kathy McKinney - Bond Counsel
8. Consideration of Arts Contracts - Mr. Ernst Hesterberg, Chairman, Arts & Historical Commission
9. Consideration of ATAX Grant to PRT Commission - Mr. Ernst Hesterberg, Vice Chairman, ATAX Committee

**AGENDA**

March 5, 1996

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10. Consideration of Awarding or No Awarding of Bids for Construction of Pedestrian Bridge at Chau Ram Park - Mr. Alex James, PRT Director & Ms. Marianne Dillard, Purchasing Agent
11. Consideration of Additional Lease-Purchase Equipment for Solid Waste - Mr. Jack Hirst, Solid Waste Director & Ms. Marianne Dillard, Purchasing Agent
12. Consideration of Approval of County Auction Surplus List - Ms. Marianne Dillard, Purchasing Agent
13. Consideration of Acceptance of FEMA Grant for Emergency Preparedness - Mr. Henry Gordon, Emergency Preparedness Director
14. Third & Final Reading of Ordinance 95-10, "AN ORDINANCE TO ESTABLISH FOR OCONEE COUNTY PROVISION TO IDENTIFY AND MONITOR HAZARDOUS MATERIALS AND PROVIDE PENALTIES FOR VIOLATIONS OF THIS ORDINANCE"
15. Old Business
16. New Business
17. Adjourn

\*\*\*5:30 PM\*\*\* Hospital Study Committee Meeting for the purpose of discussing the proposed land exchange offered to the county by Oconee Memorial Hospital

\*\*\*6:00 PM\*\*\* The Purchasing, Contracting, Real Estate, Building & Grounds Committee will meet for the purpose of touring the Booker Building and discussing the possible purchase of the Booker Building & the Pettit Building

Old & New Business will be discussed in both committee meetings as necessary

**MEMBERS, OCONEE COUNTY COUNCIL**

Ms. M. Fran Burrell, District I    Mr. Harrison E. Orr, District II  
Mr. Harry R. Hamilton, District III    Mr. Roy B. Strickland, District IV  
Mr. Alton K. Williams, District V

**MINUTES, OCONEE COUNTY COUNCIL MEETING**

The regular meeting of the Oconee County Council was held Tuesday, March 5, 1996 at 7:00 pm in Council Chambers with all Council Members and the County Attorney present.

Members of the press notified (by mail):  
Journal/Tribune, Keowee Courier, Westminster News, Anderson Independent, Greenville News, WGOG Radio, WBFM Radio, WCCP Radio, WYFF TV, WLOS TV & SC Black Media Group.

**Press**

Members of the press present: Ashton Hester  
- Keowee Courier & Terry Cregar - Greenville News.

The meeting was called to order by Supervisor  
-Chairman Crain who welcomed the guests and media.

**Call to Order**

The invocation was given by Mr. Strickland.

**Invocation**

Mr. Hamilton made a motion, seconded by Ms. Burrell, approved 5 - 0 that the minutes of the February 20, 1996 Council Meeting be approved as printed.

**Minutes**

Upon request of Mr. Ernst Hesterberg, Arts Commission Chairman, Mr. Orr made a motion, seconded by Mr. Strickland, approved 5 - 0 that the attached two (2) arts contracts be approved.

**Arts & Historical**

Upon request of Mr. Alex James, PRT Director, Mr. Strickland made a motion, seconded by Ms. Burrell, defeated 3 - 2 (Mr. Strickland & Mr. Hamilton voting for, Mr. Orr, Mr. Williams & Ms. Burrell voting against) that \$22,500 be taken from contingency to go toward a pedestrian bridge at Chau Ram Park. (See attached bid sheet)

**PRT**

Mr. Hamilton made a motion, seconded by Mr. Strickland, approved 4 - 1 (Mr. Orr voting against) that the Purchasing Agent be permitted to negotiate with the low bidder on the project within the legal perimeters as determined by the county attorney to conclude if the project can be completed within the funds (approximately \$60,000) PRT has accumulated for this project.

Mr. Orr made a motion, seconded by Ms. Burrell, approved 5 - 0 that Ordinance 96-2, "A THIRD SUPPLEMENTAL ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF OCONEE COUNTY, SOUTH CAROLINA, SEWER SYSTEM REFUNDING REVENUE BONDS, SERIES 1996 AND OTHER MATTERS RELATING THERETO" be adopted on first reading in title only.

**Ord. 96-2**

Mr. Hamilton made a motion, seconded by Mr. Williams, approved 5 - 0 that Resolution 96-2, "A RESOLUTION MAKING APPLICATION TO THE SOUTH CAROLINA BOARD OF ECONOMIC ADVISORS FOR APPROVAL OF THE EXECUTION BY OCONEE COUNTY, SOUTH CAROLINA, OF ITS LEASE AGREEMENT (BORG-WARNER AUTOMOTIVE POWERTRAIN SYSTEMS CORPORATION PROJECT), PURSUANT TO THE PROVISIONS OF SOUTH CAROLINA CODE ANNOTATED, TITLE 4, CHAPTER 12 (1976), WITH A CAPITAL INVESTMENT PRINCIPAL AMOUNT OF NOT LESS THAN \$30,000,000" be adopted on first and final reading.

**Res. 96-2**

Mr. Williams made a motion, seconded by Ms. Burrell, approved 5 - 0 that Resolution 96-3, "A RESOLUTION MAKING APPLICATION TO THE STATE BUDGET AND CONTROL BOARD OF SOUTH CAROLINA FOR APPROVAL OF THE ISSUANCE BY OCONEE COUNTY, SOUTH CAROLINA, OF A SPECIAL SOURCE REVENUE BOND (BORG-WARNER AUTOMOTIVE POWERTRAIN SYSTEMS CORPORATION PROJECT), PURSUANT TO THE PROVISIONS OF SOUTH CAROLINA CODE ANNOTATED, TITLE 4, CHAPTER 29 (1976), AS AMENDED, IN THE PRINCIPAL AMOUNT OF NOT EXCEEDING \$1,250,000" be adopted on first and final reading.

**Res. 96-3**

Upon request of Mr. Jack Hirst, Solid Waste Director, Mr. Williams made a motion, seconded by Mr. Hamilton, approved 5 - 0 that the attached listing of lease/purchase equipment for Solid Waste be adopted.

**Solid Waste**

Upon request of Ms. Marianne Dillard, Purchasing Agent, Mr. Orr made a motion, seconded by Mr. Hamilton, approved 5 - 0 that the attached listing of surplus items to be auctioned be adopted.

**Auction Listing**

Upon request of Mr. Henry Gordon, Emergency Preparedness Director, Mr. Strickland made a motion, seconded by Mr. Williams, approved 5 - 0 that the attached FEMA Grant in the amount of \$8,190.54 be accepted.

**Emergency Preparedness**

Upon request of Mr. J. Daniel Whitehurst, Jr., Department of Social Services Director, Mr. Orr made a motion, seconded by Ms. Burrell, approved 5 - 0 that DSS proceed through the Purchasing Department to have SACWIS electrical wiring for the computers at a cost of between \$4,000 - \$5,000 dollars which is one hundred (100%) percent reimbursable by the state installed at DSS. (See attached letter)

**DSS**

Mr. Hamilton made a motion, seconded by Mr. Orr, approved 5 - 0 that the following committee members be re-appointed to represent District III with their terms commencing immediately and expiring December 31, 1999.

**Committee Appts.**

C. D. Robinson	Aeronautics Commission
Henry Field	Economic Development
Ken Holliday	Solid Waste Commission
Sam McJunkin	Emergency Preparedness
Steven Brewer	Arts & Historical

**Commission  
Appts.  
Cont'd.**

Mr. Strickland made a motion, seconded by Mr. Hamilton, approved 5 - 0 that Mrs. Julia Ballenger, be appointed to represent District IV on the Library Board with her term commencing immediately and expiring June 30, 1997.

Mr. Crain asked the Roads & Transportation Committee to make a recommendation at their earliest convenience regarding roadways to be paved and recapped in the 1995-96 fiscal year.

**Road  
Committee**

Upon Ms. Burrell's recommendation, Council re-appointed Ernst Hesterberg to represent District I on the Arts & Historical Commission with his term commencing immediately and expiring December 31, 1999.

**Arts  
Commission  
Appt.**

Upon Ms. Burrell's recommendation, Council appointed Armond S. Groves to the Aeronautics Commission with his term commencing immediately and expiring December 31, 1999.

**Aeronautics  
Commission  
Appt.**

Ms. Burrell made a motion, seconded by Mr. Williams, approved 5 - 0 that Mr. Derrill Holcombe's resignation from the Solid Waste Commission be regretfully accepted and he be sent a letter of appreciation. (See attached letter)

**Solid  
Waste  
Resign**

Upon recommendation of the City of Westminster, Mr. Strickland made a motion, seconded by Mr. Orr, approved 5 - 0 that Mr. Rhett Smith be re-appointed to the Sewer Commission with his term commencing immediately and expiring December 31, 1999. (See attached recommendation)

**Sewer  
Commission  
Appt.**

Mr. Crain brought the attached letter from Solid Waste to Council's attention regarding convenience centers in the Cheohee Valley area, the Long Creek area and the Fairplay area.

**Solid  
Waste**

Mr. Hamilton made a motion, seconded by Mr. Williams, approved 5 - 0 that the county enter into the attached agreement with Floyd's of SC to dispose of infectious waste generated by county offices.

**Infectious  
Waste  
Disposal**

Minutes, Oconee County Council Meeting  
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Council determined the hearing for Ordinance 95-10, "AN ORDINANCE TO ESTABLISH FOR OCONEE COUNTY PROVISION TO IDENTIFY AND MONITOR HAZARDOUS MATERIALS AND PROVIDE PENALTIES FOR VIOLATIONS OF THIS ORDINANCE" would be discussed at the next Council Meeting.

**Public  
Hearing for  
Ord. 95-10**

Mr. Cain, County Attorney, briefed Council regarding the sludge dryer contract between Oconee County Sewer Commission and Envirofab, Inc. (See attached letter)

**Sludge  
Dryer**

The Hospital Study Committee scheduled a meeting, Tuesday, March 19, 1996 at 2:00 pm in Council Chambers to discuss the proposal of Oconee Memorial Hospital to exchange tracts of land.

**Hospital  
Study  
Meet**

The Purchasing, Contracting, Real Estate, Building & Grounds Committee scheduled a meeting Tuesday, April 2, 1996 at 6:00 pm to discuss the Booker Building & Pettit Building.

**Purchase  
Meet**

Adjourn: 8:40 pm

**Adjourn**

Submitted By:

Opal O. Green  
Opal O. Green, Clerk  
Oconee County Council

Reviewed By:  
Norman D. Crain  
Supervisor-Chairman  
Oconee County Council



*Office of The Coroner  
of Oconee County*

*Karl E. Addis  
Coroner*

*Telephone (864)638-4140*

February 12, 1996

The Honorable Norman D. Crain  
Oconee County Supervisor  
208 Booker Drive  
Walhalla, S. C. 29691

Re: Contingency Funds/Replacement of Vehicle

Dear Mr. Crain,

The purpose of my writing is to inform you of the situation regarding the vehicle assigned to me and its status. Last week the 1985 Ford Crown Victoria that I have been driving since assuming office, basically was pronounced "Dead on Arrival" at the motorpool. The motorpool staff found that this vehicle's engine is sucking oil back into the carburetor breather area, an indication that the motor is going bad. For your information this vehicle is in excess of 173,000 miles.

The motorpool as always been prompt to my needs and seen that I have a vehicle to drive. I am currently driving a spare motorpool vehicle with the odometer reading in excess of 153,000 miles. Motorpool Foreman Lee Davis advised me that the sheriff's department will be replacing several vehicles shortly and most likely I will be assigned one of the vehicles that they turn in. Again, I will be assuming a vehicle with a high number of miles and chances of mechanical failure are greater even with the good preventive maintenance program that the motorpool has.

I know that the coroner's office is not a "priority office" when you look at what the citizens want as far as law enforcement, fire, EMS/rescue, waste disposal and education needs. However, it is an office that must respond when called on, day or night. Travel is not only limited to in county use; travel out of county for autopsies, evidence submission, and training/education/meetings is necessary. As you should see, a DEPENDABLE vehicle is relied on.

I have requested funds in both the 94-95 and 95-96 fiscal year for a new vehicle, both times funds denied. I am now asking for your and county council's consideration in obtaining funds from contingency for the purchase of a new vehicle for the coroner's office.



*Office of The Coroner  
of Oconee County*

*Karl E. Addis  
Coroner*

*Telephone (864)638-4140*

I have two options that I would like present to you and county council for consideration. Enclosed you will find copies of the description and cost of the vehicles I would prefer. Option A is my first choice and Option B is my second choice. If purchasing can obtain these vehicles at these prices, it most likely would save the county money prior to the price increase of next year for the 1997 models.

Thank you for your attention to this letter. I kindly ask for your thoughtful consideration to this request and would like to be placed on the next County Council Meeting Agenda to discuss this request.

Sincerely,

*Karl E. Addis*

Karl E. Addis, Coroner

CC: County Council Members



Option A

**Truck, Utility, 4 X 4, Full Size, 5 Passenger**

MODEL: 1996 Ford Bronco  
 DELIVERY: 60 90 Days ARO  
 CONTACT PERSON: Pete Dawley  
 BASE PRICE: \$21,196.60  
 COMMODITY CODE: 0073-15-47-200-6

CONTRACTOR: Benson Ford  
 P. O. Box 649  
 Easley, S.C. 29640  
 (F.E.I.N. 570882646)

PHONE: 800/728-5706  
 CONTR NO: C600043002  
 PROCUREMENT MANAGER: Charlie Webb

**DESCRIPTION OF EQUIPMENT INCLUDED ON VEHICLE**

- 5.8L V-8 Engine
- Power Steering
- Rear Axle Locking Differential
- AM/FM Stereo Radio
- P235/75R15XLB On/Off Road SBR
- H.D. Front Stabilizer
- L&R Hand Mirrors (RH Convex)
- H.D. Front & Rear Springs
- Front Drive Auto Locking Hubs
- Trailer Towing Package to Include Drawbar w/2" Drop, Pin, Clip & 2" Ball w/1" Solid Shank Includes HD (Max Cooling) Radiator, Transmission & Engine Oil Cooler, HD Shocks (Frt & Rear)
- Elec. Winch, Front Mount, 8,000 lb. w/100' Cable & Roller Fair Lead (5742), WARN # X80001
- 4 Speed AOD Trans
- Power Brakes
- Air Conditioning w/Tinted Glass
- Vinyl Interior (H.D.)
- Gauges - Amp/Oil/Temp.
- Cigarette Lighter
- 32 gal Fuel Tank
- Seats - Front Bucket W/Console, Rear Bench
- Transfer Case & Fuel Tank Skid Plates

**STANDARD FACTORY COLORS**

EXTERIOR: Standard Factory Colors (Contact Dealer)  
 INTERIOR: Matching

**POPULAR OPTIONS**

<u>ADD FOR:</u>	<u>DEALER COST</u>
*Cruise Control (Includes Power Windows) Requires Upgrade to XLT Trim Package.....	\$ 2461.80
<u>DEDUCT FOR:</u>	
Electric Winch.....	\$ 771.00
Trailer Towing Package.....	100.00
Switch Operated Dome Light Above Windshield.....	20.00
Air Conditioning.....	384.00

*Option B*

**Sedan, Pursuit Patrol, 4 Door, Full Size**

MODEL: 1996 Ford Crown Victoria	CONTRACTOR: Vic Bailey Ford
DELIVERY: 90 - 120 Days ARO	P.O. Box 3568
	Spartanburg, S.C. 29304
	(F.E.I.N. 57-0720596)
CONTACT PERSON: Sterling Anderson/Don Jones	PHONE: 800/922-1365 (Fax 594-6802)
BASE PRICE: \$17,827.00	CONTR NO: C500136003 (Extended 1995 Contract)
COMMODITY CODE: 0067-25-10-200-5	PROCUREMENT MANAGER: Charlie Webb

**DESCRIPTION OF EQUIPMENT INCLUDED ON VEHICLE**

4.6 L V-8 SEFI (210 HP/Dual Exhaust)	4 Speed AOD Trans
Power Steering	Brakes, Power (4-Wheel Disc)
Tinted Glass	Air Conditioning
AM/FM Stereo Radio	Dual Air Bags (SRS) Driver & passenger
P225/70VR15 BSW (Goodyear Eagle GT+4)	Body Side Molding
Full Wheel Covers	Pwr. Windows Frt & Rear w/Frt Lockout Switch
Inside Trunk Release	Tilt Steering Wheel
External Engine Oil Cooler	Rear Window Defroster
Single Key Locking System	Auxilliary Dome Light above Windshield
Spotlight (Left) Pillar Mounted-6"	Seats-HD Cloth <u>Bucket</u> W/6-Way Power Driver (Standard)
Noise Supression Package (RFI)	Roof Wiring Package
Power Door Locks	Cruise Control

(To Include All Other Features Designated as Standard or Police Interceptor.)

**STANDARD FACTORY COLORS**

EXTERIOR: Light Saddle/cc, Silver Frost/cc, Toreador Red/cc, Med Wedgewood Blue/cc, Vibrant White/cc, Med Willow Green/cc, Black/cc

INTERIOR: HD Cloth Seats - Portifino blue, Saddle, Graphite

**POPULAR OPTIONS**

<u>ADD FOR:</u>	<u>DEALER COST</u>
*2 Tone Paint (Roof, Hood & Top 1 Color W/balance another)...Min 5 Units-Same.....	\$ 416.00
Posi Traction Rear End.....	94.00
Anti-Lock Brake System W/Electronic Traction Assist.....	656.00
Cloth Front Bucket Seats W/Vinyl Rear Seat.....	63.80
H.D. Black Rubber Floor Covering .1LO Color Keyed Carpet.....	25.30
Cloth Split Bench W/Manual Recliner.....	88.00
AM/FM Stereo Radio W/Cassette Player.....	225.00
Roof Reinforcement, Extra Bow W/Center Plate to Header..(Needed Only W/Revolving Light).....	61.00
Tremco Police Anti-Theft Device.....	99.00
<u>DEDUCT FOR:</u>	
Roof Wiring Package for Light Bar.....	\$ 54.00
Spotlight (Pillar Mounted-Left).....	126.00
Auxilliary Dome Light (Above Windshield).....	23.40
Power Door Locks.....	127.80

Carl's Car: 1985 Ford Crown Victoria

(( Currently has 173,876 miles on it.  
Engine gone, compression problem. ))

THIS IS CAR KARL  
IS CURRENTLY  
DRIVING

Spent on it last fiscal year: \$554.33

Spent year to date: 669.43

Miles traveled last calendar year: 14,566.

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101.08 1991 Ford Crown Victoria

Currently has 135,954 miles on it.

LEE PROPOSES  
GIVING HIM  
THIS ONE

Spent on it last fiscal year: \$ 389.03

Spent year to date: 496.07

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101.19 1992 Ford Crown Victoria

Currently has 138,263 miles on it.

OR THIS ONE

Spent on it last fiscal year: \$ 430.85

Spent year to date: 710.32

## RESOLUTION

A RESOLUTION MAKING APPLICATION TO THE STATE BUDGET AND CONTROL BOARD OF SOUTH CAROLINA FOR APPROVAL OF THE ISSUANCE BY OCONEE COUNTY, SOUTH CAROLINA, OF \$6,500,000 IN AGGREGATE PRINCIPAL AMOUNT OF ITS POLLUTION CONTROL REVENUE REFUNDING BONDS (ENGELHARD CORPORATION PROJECT), SERIES 1996, PURSUANT TO THE PROVISIONS OF SOUTH CAROLINA CODE ANNOTATED, TITLE 4, CHAPTER 29 (1976), AS AMENDED

WHEREAS, Oconee County, South Carolina (the "**County**"), acting by and through its County Council, is authorized and empowered under and pursuant to the provisions of South Carolina Code Annotated, Title 4, Chapter 29 (1976), as amended (the "**Act**"), to issue its revenue bonds and to apply the proceeds thereof to acquire and construct water, sewage treatment and disposal facilities, air pollution control facilities, and certain other equipment and facilities for use in connection with manufacturing, and to apply such proceeds to refund any revenue bonds previously issued by the County for such purposes; and

WHEREAS, heretofore Engelhard Corporation, a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), sought the assistance of the County to finance certain pollution control and sewage and solid waste disposal facilities and certain other facilities, fixtures and equipment (the "**Facilities**"), for use by the Corporation at its chemical catalyst plant located in the County, and the County provided such assistance through the issuance of (i) \$5,500,000 in aggregate principal amount of Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project), Series 1985 (the "**Series 1985 Pollution Control Bonds**"), the entire aggregate principal amount of which is currently outstanding, and (ii) \$1,000,000 in aggregate principal amount of Oconee County, South Carolina Industrial Development Bond (Engelhard Corporation Project), Series 1985 (the "**Series 1985 Industrial Development Bond**") which, together with the Series 1985 Pollution Control Bonds, are herein referred to as the "**Prior Bonds**"), the entire aggregate principal amount of which is currently outstanding, under the authorization of the Act; and

WHEREAS, the Corporation has requested and the County now proposes to issue \$6,500,000 in aggregate principal amount of Oconee County, South Carolina Pollution Control Revenue Refunding Bonds (Engelhard Corporation Project), Series 1996 (the "**Bonds**"), pursuant to the authorization of the Act, in order to refund the entire aggregate outstanding principal amount of the Prior Bonds; and

WHEREAS, it is now deemed advisable by the County Council to file with the State Budget and Control Board of South Carolina, in compliance with Section 4-29-140 of the Act, the Petition of the County (the "**Petition**") requesting approval by the State Budget and Control Board (the "**State Board**") of the proposed issuance of the Bonds to refund the Prior Bonds;

NOW, THEREFORE, BE IT RESOLVED by the County Council of Oconee County, South Carolina, as follows:

Section 1. It is hereby found, determined and declared as follows:

(a) The issuance of the Bonds to refund the entire aggregate outstanding principal amount of the Prior Bonds will serve the purposes and in all respects conform to the provisions and requirements of the Act.

(b) It is anticipated that the Facilities will continue to benefit the general public welfare of the County by maintaining existing employment and other public benefits incident to the conduct of industrial operations not otherwise provided locally.

(c) Neither the Facilities, the Bonds proposed to be issued by the County to defray the cost of refunding the Prior Bonds, nor any documents or agreements entered into by the County in connection therewith will constitute or give rise to a pecuniary liability of the County or a charge against its general credit or taxing power.

(d) The issuance of the Bonds by the County in an aggregate principal amount of \$6,500,000 will be required to refund the outstanding principal amount of the Prior Bonds. In connection with the issuance of the Prior Bonds, the County filed separate petitions for each issue, setting forth the findings required by Section 4-29-140 of the Act for each such issue. Copies of such petitions, together with the respective approvals from the State Budget and Control Board of South Carolina, are attached as Exhibits to the form of Petition to the State Board attached hereto and incorporated herein by reference.

(e) Inasmuch as the initial purchasers of the Bonds have agreed to purchase them without the establishment of reserve funds in connection with the retirement of the Bonds and the maintenance of the Facilities, no such funds need be established.

(f) The Facilities will continue to be made available by the County to the Corporation upon terms which will require the Corporation, at its own expense, to maintain the Facilities in good repair and to carry all proper insurance with respect thereto.

(g) The Facilities will consist of the items described in the Loan Agreement, dated as of May 1, 1996 (the "*Agreement*"), between the County and the Corporation, and the Trust Indenture, dated as of May 1, 1996 (the "*Indenture*"), between the County and The Chase Manhattan Bank, N.A., as trustee (the "*Trustee*"), each relating to the Bonds.

(h) A reasonable estimate of the cost of refinancing the Facilities, including necessary expenses incident thereto, is at least \$6,500,000.

(i) The approvals granted in connection with the Bonds have not been made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

Section 2. There is hereby authorized and directed the submission on behalf of the County of a Petition requesting the approval of the proposal of the County to issue the Bonds by the State Budget and Control Board of South Carolina pursuant to the provisions of Section 4-29-140 of the Act, which Petition shall be in substantially the form attached hereto as Exhibit "C" and made a part of this authorizing resolution.

Section 3. The Supervisor of the County and Chairman of the County Council (or the Vice Chairman in the absence or incapacity of the Chairman or Clerk) is hereby authorized and directed to execute said Petition in the name and on behalf of the County; and the Clerk of the County Council is hereby authorized and directed to attest the same and attach the seal of the County thereto, and thereafter to submit an executed copy of this resolution, together with said Petition, to the State Budget and Control Board in Columbia, South Carolina.

Section 4. All orders and resolutions and parts thereof in conflict herewith are to the extent of such conflict hereby repealed, and this resolution shall take effect and be in full force from and after its passage and approval.

Passed and approved this 19th day of March, 1996.

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Supervisor/Chairman, County Council  
of Oconee County, South Carolina

ATTEST:

\_\_\_\_\_  
Opal Green, Clerk, County  
Council of Oconee County,  
South Carolina

(SEAL)

STATE OF SOUTH CAROLINA )  
 )  
OCONEE COUNTY )  
 )

\_\_\_\_\_)  
TO THE STATE BUDGET AND CONTROL )  
BOARD OF SOUTH CAROLINA )  
\_\_\_\_\_)

P E T I T I O N

This Petition of Oconee County, South Carolina (the "*County*"), pursuant to South Carolina Code Annotated, Title 4, Chapter 29 (1976), as amended (the "*Act*"), and specifically Section 4-29-140 thereof, respectfully shows:

1. The County Council of Oconee County (the "*County Council*") is the governing body of the County and as such is the "governing board" of the County referred to in the Act.

2. The Act, among other things, empowers the County, subject to obtaining the approval of the State Budget and Control Board (the "*State Board*") pursuant to Section 4-29-140 of the Act, to issue refunding bonds, the proceeds of which would be used to refund the principal of outstanding revenue bonds theretofore issued by the County pursuant to the Act.

3. Heretofore Engelhard Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), sought the assistance of the County to finance pollution control facilities, sewage and solid waste disposal facilities and certain other facilities, fixtures and equipment (collectively, the "*Facilities*") for use at its chemical catalyst plant located in the County (the "*Plant*"), and the County provided such assistance through the issuance of (i) \$5,500,000 in aggregate principal amount Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project), Series 1985 (the "*Series 1985 Pollution Control Bonds*"), the entire aggregate principal amount of which is currently outstanding, and (ii) \$1,000,000 in aggregate principal amount Oconee County, South Carolina Industrial Development Bond (Engelhard Corporation Project), Series 1985 (the "*Series 1985 Industrial Development Bond*" which, together with the Series 1985 Pollution Control Bonds, are herein referred to as the "*Prior Bonds*"), the entire aggregate principal amount of which is currently outstanding, under the authorization of the Act. In connection with the issuance of the Prior Bonds, the County filed separate petitions for each issue of the Prior Bonds setting forth the findings required by Section 4-29-140 of the Act. Copies of such petitions, together with copies of the subsequent approvals by the State Board, are attached hereto as Exhibits "A" and "B" and incorporated herein by reference.

4. The County has been advised by the Corporation that the issuance of \$6,500,000 in aggregate principal amount of the County's Pollution Control Revenue Refunding Bonds (Engelhard Corporation Project), Series 1996 (the "**Bonds**") will be required to refund the entire aggregate remaining outstanding principal of the Prior Bonds.

5. Pursuant to Section 4-29-140 of the Act, the County sets forth the following information:

a. The Facilities financed with proceeds of the Prior Bonds, which are described in detail in the Loan Agreement, dated as of May 1, 1996 (the "**Agreement**"), between the County and the Corporation, and the Trust Indenture, dated as of May 1, 1996 (the "**Indenture**"), between the County and The Chase Manhattan Bank, N.A., as trustee (the "**Trustee**"), each relating to the Bonds, consist of pollution control facilities and sewage and solid waste disposal facilities, and facilities functionally related and subordinate thereto, and certain other facilities, fixtures and capital equipment for use by the Corporation at the Plant. It is anticipated that the Facilities will continue to maintain current employment and to provide stimulation to the economy of the County and neighboring areas thereto by increased payrolls, capital investment and tax revenues.

b. The County is advised by the Corporation that the cost of refunding the Prior Bonds will exceed \$6,500,000, and that any costs of such refunding in excess of the proceeds of the Bonds will be paid by the Corporation.

c. Copies of the Agreement and the Indenture are available from the County. The following summary of terms is in no wise intended to affect or alter the actual terms of the documents themselves:

(i) The proposed Agreement provides in general:

(A) Proceeds derived from the sale of the Bonds will be used and applied by the County upon request of the Corporation solely for the payment of costs of refunding the outstanding principal amount of the Prior Bonds.

(B) The Corporation obligates itself: (i) to effect the refinancing of the Facilities if the proceeds derived from the sale of the Bonds prove insufficient therefor without diminution of any payments to the County required by the Agreement; (ii) to pay the principal of and interest on the Bonds as the same become due; and (iii) to pay the cost of maintaining and insuring the Facilities to the extent and in the manner provided in the Agreement.



(C) The County does not incur any pecuniary liability or charge upon its general credit or taxing powers.

(D) The Trustee acquires, for the benefit of the Bondholders, a certain trust estate under the granting clauses of the Indenture.

(ii) The proposed Indenture provides in general:

(A) The County makes an irrevocable pledge and assignment to the Trustee for the benefit of the holders of the Bonds of the County's right, title and interest in and to the Agreement and all payments, receipts and revenues which the County has a right to receive under the Agreement (except rights to indemnification and to payment of administrative expenses), and all the moneys and securities in the Bond Fund created under the Indenture.

(B) The terms of the Bonds, the provisions for exchange and registration of transfer of the Bonds, the prepayment provisions, the means of disbursement, default provisions and remedies therefor and various other matters relating to the Bonds.

(C) The execution of the Indenture imposes no pecuniary liability on the County and does not create a charge upon the general credit or against the taxing power of the County.

6. The approvals granted in connection with the Bonds have not been made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

Upon the basis of the foregoing, the County respectfully prays that (i) the State Board accept the filing of this Petition and the documents submitted herewith, and make such investigation as it deems advisable, (ii) if the State Board finds that the refunding of the outstanding principal of the Prior Bonds is intended to promote the purposes of the Act and may be reasonably anticipated to effect such result, that it approve such refunding and the execution and delivery of the Bonds by the County pursuant to the Act to defray the cost of refinancing the Facilities (including changes in

any details of said financing as finally consummated which do not materially affect the undertaking of the County), and (iii) the State Board give published notice of its approval in the manner set forth in Section 4-29-140 of the Act.

Respectfully submitted,

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Supervisor/Chairman, County Council  
of Oconee County, South Carolina

ATTEST:

\_\_\_\_\_  
Opal Green, Clerk, County  
Council of Oconee County,  
South Carolina

Dated: \_\_\_\_\_, 1996

PETITION  
TO  
THE STATE BUDGET AND CONTROL BOARD  
OF  
SOUTH CAROLINA

PURSUANT TO SECTION 4-29-140 OF THE  
CODE OF LAWS OF SOUTH CAROLINA 1976

RE: \$5,500,000 OCONEE COUNTY, SOUTH CAROLINA POLLUTION  
CONTROL REVENUE BONDS (ENGELHARD CORPORATION PROJECT)

EX PARTE:  
COUNTY COUNCIL OF OCONEE COUNTY, SOUTH CAROLINA

EXHIBIT "A"

2. The Company has advised County Council that the Project, together with the costs of issuing the Bonds, will cost at least \$5,500,000, and that all costs in excess of the proceeds of the Bonds will be paid by the Company from its own funds.

3. The Company has advised County Council that the Plant, when completed, will provide employment for approximately 200 persons and that the Project is necessary, suitable and useful in the operation of the Plant. The County Council has determined that the financing of the Project as proposed would render assistance to the Company in establishing a manufacturing enterprise in the County and thereby promote the industrial development of the State of South Carolina (the State) and develop trade by inducing this enterprise to locate in the State and thus utilize and employ the manpower, agricultural products and natural resources of the State. The Project, thus, is anticipated to have a beneficial effect upon the economy of County and of the areas adjacent thereto and will subserve the purposes of Enabling Statute.

4. The Company has advised County Council that The Chase Manhattan Bank, N.A., a national banking association, (the Purchaser), has committed to buy the Bonds, which Bonds will be issued in the aggregate principal amount \$5,500,000, with interest thereon from the date of delivery at the

annual rate of seven and 34/100 per centum (7.34%). The Bonds will mature December 1, 1997, but will be subject to an optional tender by the Bank for purchase by the Company on December 1, 1995.

5. The Project is described generally in the Project Summary attached as Exhibit A to the Resolution of the County Council authorizing the filing of this petition, and a reasonable estimate of the cost of the Project, including necessary expenses incident thereto, is \$5,500,000.

6. The proposed Agreement between the County, and the Company will provide, among other things, the following:

(a) To finance a portion of the cost of the Project, the County will issue its \$5,500,000 Pollution Control Revenue Bonds pursuant to the Enabling Statute. The Project will be owned by the Company and the County will have no ownership interest in the Project.

(b) The Agreement will impose upon the Company the obligation to pay, in addition to the moneys required for the payment of the principal of and interest on the Bonds, all other costs and expenses resulting from the execution and delivery of the Agreement and the issuance of the Bonds pursuant thereto.

(c) The proceeds derived from the sale of the Bonds will be deposited in a construction account and will be withdrawn on requisition of the Company and

applied solely to the payment of costs incident to the Project (including reimbursement to the Company of funds advanced or loans incurred for that purpose) and the issuance of the Bonds.

(d) The Agreement shall contain an agreement obligating the Company to pay from its own funds all costs in connection with the Project in excess of the proceeds of the Bonds, and obligating the Company to pay loan repayments, which, upon the basis of the determinations heretofore made by County Council, will be sufficient to pay the principal of and interest on the Bonds. Inasmuch as the Purchaser has not deemed it advisable to build up and maintain any reserve in connection with the Project or the Bonds, no loan repayments will be required for that purpose.

(e) The Agreement shall contain the agreement of the Company to pay for the maintenance and insurance of the Project and to pay the cost of maintaining the Project in good repair and keeping it properly insured.

(f) The Agreement will contain no provision imposing any pecuniary liability upon the County or which would create a charge upon the County's general credit or taxing power.

TO: The Honorable Richard W. Riley, Governor  
The Honorable Grady L. Patterson, Jr., State Treasurer  
The Honorable Earle E. Morris, Jr., Comptroller General  
The Honorable Rembert C. Dennis, Chairman,  
Senate Finance Committee  
The Honorable Tom G. Mangum, Chairman,  
House Ways and Means Committee

Constituting the State Budget and Control Board of the  
State of South Carolina

Your Petitioner, the County Council of Oconee County,  
South Carolina (the County Council), respectfully prays:

1. Oconee County, South Carolina (the County) proposes to issue its \$5,500,000 Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project) (the Bonds), pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended (the Enabling Statute), and loan the proceeds thereof to Engelhard Corporation, a corporation organized and existing under the laws of the State of Delaware (the Company), pursuant to the terms of a Loan Agreement between the County and the Company (the Agreement), to finance the acquisition, construction and installation of certain water and sewage treatment facilities and air pollution control facilities (such facilities being referred to herein as the Project), which facilities are deemed necessary, suitable and useful in connection with a chemical catalyst plant being constructed by the Company in the County (the Plant).

7. As security for the payment of the Bond, all rights of the County under the Agreement and all payments to be received thereunder will be assigned to a trustee for the benefit of the Bank.

8. County Council requests that \$5,500,000 of the State Ceiling on Private Activity Bonds for calendar year 1985 be allocated to the Bonds. Contemporaneously with the filing of this petition, the County Council is filing with the State Budget and Control Board of South Carolina, in accordance with the requirements of Code Section 4-29-140, a petition requesting approval of, and a private activity bond allocation for, a \$1,000,000 Industrial Development Revenue Bond (Engelhard Corporation Project), to finance, in part, the cost of the acquisition, construction and installation of the Plant. The allocation amounts requested by this petition and by the petition with respect to said Industrial Development Revenue Bond constitute all of the private activity bond financing contemplated at the time for the Plant and any other facilities located at or used as a part of an integrated operation with the Plant. County Council hereby certifies that this request for allocation is not made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.



Upon the basis of the foregoing, the County Council respectfully prays:

That the State Budget and Control Board accept the filing of the petition presented herewith and that it thereafter, and as soon as practicable, make its independent investigation of the Project and the terms and provisions of the Agreement and Bonds as it deems advisable, and that thereafter the State Board make a finding that the proposed Project will promote the purpose of the Enabling Statute, and that it is reasonably anticipated to effect such result, and, on the basis of such finding, that it does approve the Project, including changes in details of the financing as finally consummated which do not materially affect the undertaking, that \$5,500,000 of the state ceiling on private activity bonds for calendar year 1985 be allocated to the Bonds, and that it give published notice of its approval in the manner set forth in Code Section 4-29-140.

Respectfully submitted,

OCONEE COUNTY, SOUTH CAROLINA

[SEAL]

By: *Norman D. Crain*  
Chairman, County Council of  
Oconee County

ATTEST:

*Paul O. Green*  
Clerk, County Council of  
Oconee County

STATE OF SOUTH CAROLINA        )  
  )  
COUNTY OF OCONEE                )

THIS IS TO CERTIFY that the foregoing is an exact, verbatim copy of a Resolution unanimously adopted at a duly called and held regular meeting of the County Council of Oconee County, South Carolina, held in the County Administration Building, Walhalla, South Carolina on November 19, 1985, at which meeting a quorum was present and remained throughout.

The Resolution was offered by Councilmember Butts, seconded by Councilmember Earle, and has been recorded in the County Council's records of proceedings and remains in my custody as Clerk, and the Resolution remains in full force and effect and has not been amended, modified, or repealed.

WITNESS my Hand and the Seal of Oconee County, South Carolina, this 19 day of November, A.D. 1985.

[SEAL]

Opal O. Green  
Clerk, County Council of  
Oconee County, South Carolina

STATE OF SOUTH CAROLINA )

Englehard Corporation Project

COUNTY OF RICHLAND )

I, WILLIAM A. MCINNIS, SECRETARY to the South Carolina State Budget and Control Board, DO HEREBY CERTIFY:

That the State Budget and Control Board (the Board) is composed of the following:

His Excellency, Richard W. Riley, Governor and Chairman of the Board;

The Honorable Grady L. Patterson, Jr., State Treasurer;

The Honorable Earle E. Morris, Jr., Comptroller General;

The Honorable Rembert C. Dennis, Chairman of the Senate Finance Committee; and

The Honorable Tom G. Mangum, Chairman of the House Ways and Means Committee.

That due notice of a meeting of the Board, called to be held in Columbia, South Carolina, at 10:00 a.m., on Tuesday, December 3, 1985, was given to all members in writing, and at least four (4) days prior to the meeting; that all members of the Board were present at the meeting, with the exception of: Senator Dennis, who was represented by Senate Finance Committee Vice Chairman James M. Waddell, Jr., and Mr. Morris.

That at the meeting, a Resolution, of which the attached is a true, correct and verbatim copy, was introduced by Senator Waddell, who moved its adoption; the motion was seconded by Mr. Patterson, and upon the vote being taken and recorded it appeared that the following votes were cast:

FOR MOTION

AGAINST MOTION

4

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That the Chairman thereupon declared the Resolution unanimously adopted and the original thereof has been duly entered in the permanent records of minutes of meetings of the Board in my custody as its Secretary.

December 5, 1985

William A. McInnis

A RESOLUTION  
APPROVING AN UNDERTAKING BY OCONEE COUNTY,  
SOUTH CAROLINA PURSUANT TO CHAPTER 29,  
TITLE 4, CODE OF LAWS OF SOUTH CAROLINA  
1976, AS AMENDED, TO ACQUIRE, CONSTRUCT  
AND EQUIP AN INDUSTRIAL PROJECT THROUGH  
THE ISSUANCE OF A NOT EXCEEDING \$5,500,000  
OCONEE COUNTY, SOUTH CAROLINA POLLUTION  
CONTROL REVENUE BONDS  
(ENGELHARD CORPORATION PROJECT)

WHEREAS, heretofore the County Council of Oconee County, South Carolina (the County Council) did, pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended (the Enabling Statute), petition the State Budget and Control Board of South Carolina (the State Board), seeking approval of the State Board of an undertaking by Oconee County, South Carolina (the County) pursuant to the Enabling Statute; and

WHEREAS, the undertaking provides for the issuance of not exceeding \$5,500,000 Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project) (the Bonds), pursuant to the Enabling Statute, and the loan of the proceeds thereof to Engelhard Corporation, a Delaware corporation (the Company), under the terms of a Loan Agreement (the Agreement) between the County and the Company to finance the acquisition, construction and installation of certain water and sewage treatment and disposal facilities and air pollution control facilities (such facilities being referred to herein as the Project), which facilities are deemed necessary, suitable and useful in connection with a chemical catalyst plant being constructed by the Company in the County (the Plant); and

WHEREAS, under the Agreement, loan payments sufficient to provide for the payment of the Bonds and cost and expenses resulting from the issuance thereof will be made by the Company; and

WHEREAS, the Bonds will be secured by the assignment by the County to a trustee for the benefit of the bondholders of all rights of the County under the Agreement, including all payments to be received thereunder; and

WHEREAS, the State Board has made such independent investigation as it deemed advisable;

NOW, THEREFORE, BE IT RESOLVED by the State Budget and Control Board of South Carolina, in a meeting duly assembled:

(1) It has been found and determined by the State Board as follows:

(a) the statement of facts set forth in the recitals of this Resolution are in all respects true and correct;

(b) the County Council has filed a proper petition to the State Board, establishing a reasonable estimate of the cost of the Project and a general summary of the terms and conditions of the Agreement to be entered into between the County and the Company;

(c) the Plant, when completed, will provide employment for approximately 200 persons and the Project is deemed necessary, suitable and useful in connection with the operation of the Plant; and

(d) the Project is intended to promote the purposes of the Enabling Statute and is reasonably anticipated to effect such results.

(2) On the basis of the foregoing findings, the proposed undertaking of the County to finance the acquisition, construction and installation of water and sewage treatment and disposal facilities and air pollution control facilities at the Plant which will constitute a "project" under the Enabling Statute, through the issuance of not exceeding \$5,500,000 Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project), payable from the loan payments to be derived under the Agreement and secured by the pledge of loan payments to be made under the Agreement, all pursuant to the Enabling Statute (including changes in any details of the financing, as finally consummated, which do not materially affect the said undertaking), be, and the same is, hereby approved.

(3) Notice of the action of the State Board in giving approval to the undertaking of the County above described in paragraph 2, supra, shall be published one time in a newspaper having general circulation in Oconee County, South Carolina.

(4) Approval of this undertaking is granted on the condition that a copy of Internal Revenue Service (IRS) Form 8038 relating to the Bonds issued pursuant to this approval be filed with the Secretary of the State Board at the time such form is submitted to the Internal Revenue Service.

(5) The Notice to be published shall be in the form substantially as set forth in Exhibit "A" to this Resolution.

NOTICE PURSUANT TO CHAPTER 29, TITLE 4  
CODE OF LAWS OF SOUTH CAROLINA 1976, AS AMENDED

NOTICE is hereby given pursuant to the provisions and requirements of Section 4-29-140 of the South Carolina Code Annotated, as amended, that, following the filing of a petition by the County Council of Oconee County, South Carolina (the County Council) to the State Budget and Control Board of South Carolina (the State Board), approval has been given by the State Board to the following undertaking (including any changes in any details of the financing as finally consummated which do not materially affect the undertaking):

The financing by Oconee County, South Carolina (the County) of the acquisition, construction and installation of certain water and sewage treatment facilities and air pollution control facilities (the Project) at a chemical catalyst plant (the Plant) being constructed in Oconee County, South Carolina, through the issuance of not exceeding \$5,500,000 Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project) (the "Bonds"), pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended, under the terms of a Loan Agreement (the Agreement) between the County and Engelhard Corporation, a Delaware corporation (the Company). The Bonds will be payable by the County solely from the loan payments to be made by the Company to the County under the Agreement and the Company will unconditionally agree to pay, when due, all sums acquired for the payment of the principal of, and the interest on, the Bonds, and the Bonds will be secured by the assignment of the Agreement and all payments to be made under the Agreement from the County to a trustee for the benefit of the bondholders. The Bonds will not constitute a charge against the general credit or taxing power of Oconee County, South Carolina.

It is estimated that the Plant, when completed, will provide employment for approximately 200 persons, and the Project is deemed necessary, suitable and useful in connection with the operation of the Plant. Approval of this undertaking is granted on the condition that a copy of Internal Revenue Service Form 8038 relating to the Bonds issued pursuant to this approval be filed with the Secretary of the State Board at the time the form is submitted to the Internal Revenue Service.

EXHIBIT "A"  
(A-1)

Notice is further given that any interested party may at any time within twenty (20) days after the date of publication of this Notice, but not afterwards, challenge the validity of the action by the State Board in approving the undertaking of Oconee County, South Carolina, by action de novo, instituted in the Court of Common Pleas for Oconee County, South Carolina.

STATE BUDGET AND CONTROL BOARD  
OF SOUTH CAROLINA

By: William A. McInnis, Secretary

Publication Date:

\_\_\_\_\_, 1985.



PETITION  
TO  
THE STATE BUDGET AND CONTROL BOARD  
OF  
SOUTH CAROLINA

PURSUANT TO SECTION 4-29-140 OF THE  
CODE OF LAWS OF SOUTH CAROLINA 1976

RE: NOT EXCEEDING \$1,000,000 OCONEE COUNTY, SOUTH  
CAROLINA INDUSTRIAL DEVELOPMENT REVENUE BOND  
(ENGELHARD CORPORATION PROJECT)

EX PARTE:  
COUNTY COUNCIL OF OCONEE COUNTY, SOUTH CAROLINA

EXHIBIT "B"

TO: The Honorable Richard W. Riley, Governor  
The Honorable Grady L. Patterson, Jr., State Treasurer  
The Honorable Earle E. Morris, Jr., Comptroller General  
The Honorable Rembert C. Dennis, Chairman,  
Senate Finance Committee  
The Honorable Tom G. Mangum, Chairman,  
House Ways and Means Committee

Constituting the State Budget and Control Board of the  
State of South Carolina

Your Petitioner, the County Council of Oconee County,  
South Carolina (the County Council), respectfully prays:

1. Oconee County, South Carolina (the County) proposes  
to issue its not exceeding \$1,000,000 Oconee County, South  
Carolina Industrial Development Revenue Bond (Engelhard  
Corporation Project) (the Bond), pursuant to Chapter 29,  
Title 4, Code of Laws of South Carolina 1976, as amended  
(the Enabling Statute), and loan the proceeds thereof to  
Engelhard Corporation, a corporation organized and existing  
under the laws of the State of Delaware (the Company),  
pursuant to the terms of a Financing Agreement (the Agreement)  
between the County, the Company and Chemical Bank, as purchaser  
of the Bond, to finance, in part, the acquisition, construction  
and installation of certain land, buildings and equipment  
constituting a chemical catalyst plant to be located in the  
County (such land, building, and equipment, as so acquired,  
constructed and installed, being referred to herein as the  
Project).

2. The Company has advised County Council that the Project, together with the costs of issuing the Bond, will cost at least \$1,000,000, and that all costs in excess of the proceeds of the Bond will be paid by the Company from its own funds.

3. The Company has advised County Council that the Project, when completed, will provide employment for 200 persons. As a result of the increased employment following completion of the Project, the economy of the County will be benefited by the increased payroll and, as a result of the proposed construction, improvement and installation of machinery and equipment, the tax base of the County will be increased. Thus, the proposed Project is anticipated to have a beneficial effect upon the economy of the County and of the areas adjacent thereto.

4. The Company has advised County Council that Chemical Bank, a New York corporation (the Purchaser), has committed to buy the Bond, which will be issued as a single bond, payable to the Purchaser or its registered assigns, in the principal amount of not exceeding \$1,000,000, with interest thereon from the date of delivery at the rate of sixty eight per centum (68%) of the prime rate announced from time to time by the Purchaser. The Bond will mature on December 1, 1997.

5. The proposed Agreement between the County, the Company and the Purchaser will provide, among other things, the following:

(a) To finance a portion of the cost of the Project, the County will issue its not exceeding \$1,000,000 Industrial Development Revenue Bond pursuant to the Enabling Statute. The Project will be owned by the Company and the County will have no ownership interest in the Project. The Bond may be secured by a first mortgage lien on the Project under a Mortgage from the Company to the County (the Mortgage), which will be assigned to the Purchaser.

(b) The Agreement will impose upon the Company the obligation to pay, in addition to the moneys required for the payment of the principal of and interest on the Bond, all other costs and expenses resulting from the execution and delivery of the Agreement and the Mortgage and the issuance of the Bond pursuant thereto.

(c) The proceeds derived from the sale of the Bond will be deposited in a construction account and will be withdrawn on requisition of the Company and applied solely to the payment of costs incident to the Project (including reimbursement to the Company of funds advanced or loans incurred for that purpose), and the issuance of the Bond.

(d) The Agreement shall contain an agreement obligating the Company to pay from its own funds all costs in connection with the Project in excess of the proceeds of the Bond, and obligating the Company to pay loan repayments which, upon the basis of the determinations heretofore made by County Council, will be sufficient to pay the principal of and interest on the Bond. Inasmuch as the Purchaser has not deemed it advisable to build up and maintain any reserve in connection with the Project or the Bond, no loan repayments will be required for that purpose.

(e) The Agreement shall contain the agreement of the Company to pay for the maintenance and insurance of the Project and to pay the cost of maintaining the Project in good repair and keeping it properly insured.

(f) The Agreement will contain no provision imposing any pecuniary liability upon the County or which would create a charge upon the general credit or taxing power of the County.

6. Any mortgage from the Company to the County securing the Bond will be in conventional form and will constitute a forecloseable mortgage upon the Project. Included in the granting clause of the mortgage may be the real property,

machinery, and equipment and all interest therein, acquired or to be acquired for the Project, with the proceeds of the sale of the Bond.

7. County Council requests that \$1,000,000 of the State Ceiling on Private Activity Bonds for calendar year 1985 be allocated to the Bond. Contemporaneously with the filing of this petition, the County Council is filing with the State Budget and Control Board of South Carolina, in accordance with the requirements of Code Section 48-3-140, a petition requesting approval of, and a private activity bond allocation for, \$5,500,000 Pollution Control Revenue Bonds (Engelhard Corporation Project), to finance the cost of the acquisition, construction and installation of certain pollution control facilities at the Project. The allocation amounts requested by this petition and by the petition with respect to said Pollution Control Revenue Bonds constitute all of the private activity bond financing contemplated at the time for the Project and any other facilities located at or used as a part of an integrated operation with the Project. County Council hereby certifies that this request for allocation is not made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

Upon the basis of the foregoing, the County Council respectfully prays:

That the State Budget and Control Board accept the filing of the Petition presented herewith and that it thereafter, and as soon as practicable, make its independent investigation of the Project and the terms and provisions of the Agreement and the Mortgage and Bond as it deems advisable, and that thereafter the State Board make a finding that the proposed Project will promote the purpose of the Enabling Statute, and that it is reasonably anticipated to effect such result, and, on the basis of such finding, that it does approve the Project, including changes in details of the financing as finally consummated which do not materially affect the undertaking, that \$1,000,000 of the state ceiling on private activity bonds for calendar year 1985 be allocated to the Bond, and that it give published notice of its approval in the manner set forth in Code Section 4-29-140.

Respectfully submitted,

OCONEE COUNTY, SOUTH CAROLINA

[SEAL]

By: *Norman D. Brinn*  
Chairman, County Council of  
Oconee County

ATTEST:

*Opal O. Green*  
Clerk, County Council of  
Oconee County

STATE OF SOUTH CAROLINA       )  
  )  
COUNTY OF OCONEE                )

THIS IS TO CERTIFY that the foregoing is an exact, verbatim copy of a Resolution unanimously adopted at a duly called and held regular meeting of the County Council of Oconee County, South Carolina, held in the County Administration Building, Walhalla, South Carolina on November 19, 1985, at which meeting a quorum was present and remained throughout.

The Resolution was offered by Councilmember Butts, seconded by Councilmember Earle, and has been recorded in the County Council's records of proceedings and remains in my custody as Clerk, and the Resolution remains in full force and effect and has not been amended, modified, or repealed.

WITNESS my Hand and the Seal of Oconee County, South Carolina, this 19 day of November, A.D. 1985.

[SEAL]

Opal O. Green  
Clerk, County Council of  
Oconee County, South Carolina



STATE OF SOUTH CAROLINA )  
COUNTY OF RICHLAND )

Englehard Corporation Project

I, WILLIAM A. MCINNIS, SECRETARY to the South Carolina State Budget and Control Board, DO HEREBY CERTIFY:

That the State Budget and Control Board (the Board) is composed of the following:

His Excellency, Richard W. Riley, Governor and Chairman of the Board;

The Honorable Grady L. Patterson, Jr., State Treasurer;

The Honorable Earle E. Morris, Jr., Comptroller General;

The Honorable Rembert C. Dennis, Chairman of the Senate Finance Committee; and

The Honorable Tom G. Mangum, Chairman of the House Ways and Means Committee.

That due notice of a meeting of the Board, called to be held in Columbia, South Carolina, at 10:00 a.m., on Tuesday, December 3, 1985, was given to all members in writing, and at least four (4) days prior to the meeting; that all members of the Board were present at the meeting, with the exception of: Senator Dennis, who was represented by Senate Finance Committee Vice Chairman James M. Waddell, Jr., and Mr. Morris.

That at the meeting, a Resolution, of which the attached is a true, correct and verbatim copy, was introduced by Senator Waddell, who moved its adoption; the motion was seconded by Mr. Patterson, and upon the vote being taken and recorded it appeared that the following votes were cast:

FOR MOTION

AGAINST MOTION

4

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That the Chairman thereupon declared the Resolution unanimously adopted and the original thereof has been duly entered in the permanent records of minutes of meetings of the Board in my custody as its Secretary.

December 5, 1985

William A. McInnis

A RESOLUTION  
APPROVING AN UNDERTAKING BY OCONEE COUNTY,  
SOUTH CAROLINA PURSUANT TO CHAPTER 29,  
TITLE 4, CODE OF LAWS OF SOUTH CAROLINA  
1976, AS AMENDED, TO ACQUIRE, CONSTRUCT  
AND EQUIP AN INDUSTRIAL PROJECT THROUGH  
THE ISSUANCE OF A NOT EXCEEDING \$1,000,000  
OCONEE COUNTY, SOUTH CAROLINA INDUSTRIAL  
DEVELOPMENT REVENUE BOND  
(ENGELHARD CORPORATION PROJECT)

WHEREAS, heretofore the County Council of Oconee County, South Carolina (the County Council) did, pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended (the Enabling Statute), petition the State Budget and Control Board of South Carolina (the State Board), seeking approval of the State Board of an undertaking by Oconee County, South Carolina (the County) pursuant to the Enabling Statute; and

WHEREAS, the undertaking provides for the issuance of a not exceeding \$1,000,000 Oconee County, South Carolina Industrial Development Revenue Bond (Engelhard Corporation Project) (the Bond), pursuant to the Enabling Statute, and the loan of the proceeds thereof to Engelhard Corporation, a Delaware corporation (the Company), under the terms of a Financing Agreement (the Agreement) between the County, the Company and Chemical Bank, as purchaser of the Bond (the Purchaser), to finance a portion of the cost of the acquisition, construction and installation of certain land, buildings and equipment constituting a chemical catalyst plant to be located in the County (such land, buildings and equipment, as so acquired, constructed and installed, being referred to herein as the Project); and

WHEREAS, under the Agreement, loan payments sufficient to provide for the payment of the Bond and cost and expenses resulting from the issuance thereof will be made by the Company; and

WHEREAS, the Bond will be secured by the assignment by the County to the Bank of all rights of the County under the Agreement, including all payments to be received thereunder, and may be secured by a first mortgage lien on a portion of the Project under a mortgage from the Company to the County (the Mortgage), which Mortgage, if given, will be assigned by the County to the Purchaser; and

WHEREAS, the State Board has made such independent investigation as it deemed advisable;

NOW, THEREFORE, BE IT RESOLVED by the State Budget and Control Board of South Carolina, in a meeting duly assembled:

(1) It has been found and determined by the State Board as follows:

(a) the statement of facts set forth in the recitals of this Resolution are in all respects true and correct;

(b) the County Council has filed a proper petition to the State Board, establishing a reasonable estimate of the cost of the Project and a general summary of the terms and conditions of the Agreement to be entered into between the County, the Company and the Purchaser;

(c) the Project, when completed, will provide employment for approximately 200 persons; and

(d) the Project is intended to promote the purposes of the Enabling Statute and is reasonably anticipated to effect such results.

(2) On the basis of the foregoing findings, the proposed undertaking of the County to finance a portion of the cost of the acquisition, construction and installation of a manufacturing facility which will constitute a "project" under the Enabling Statute, through the issuance of not exceeding \$1,000,000 Oconee County, South Carolina Industrial Development Revenue Bond (Engelhard Corporation Project), payable from the loan payments to be derived under the Agreement and secured by the pledge of loan payments to be made under the Agreement, all pursuant to the Enabling Statute (including changes in any details of the financing, as finally consummated, which do not materially affect the said undertaking), be, and the same is, hereby approved.

(3) Notice of the action of the State Board in giving approval to the undertaking of the County above described in paragraph 2, supra, shall be published one time in a newspaper having general circulation in Oconee County, South Carolina.

(4) Approval of this undertaking is granted on the condition that a copy of Internal Revenue Service (IRS) Form 8038 relating to the Bond issued pursuant to this approval be filed with the Secretary of the State Board at the time such form is submitted to the Internal Revenue Service.

(5) The Notice to be published shall be in the form substantially as set forth in Exhibit "A" to this Resolution.

NOTICE PURSUANT TO CHAPTER 29, TITLE 4  
CODE OF LAWS OF SOUTH CAROLINA 1976, AS AMENDED

NOTICE is hereby given pursuant to the provisions and requirements of Section 4-29-140 of the South Carolina Code Annotated, as amended, that, following the filing of a petition by the County Council of Oconee County, South Carolina (the County Council) to the State Budget and Control Board of South Carolina (the State Board), approval has been given by the State Board to the following undertaking (including any changes in any details of the financing as finally consummated which do not materially affect the undertaking):

The financing by Oconee County, South Carolina (the County) of a portion of the cost of the acquisition, construction and installation of certain land, buildings, and equipment constituting a chemical catalyst plant in Oconee County, South Carolina (such land, building and equipment, as so acquired, constructed and installed, being referred to herein as the Project), through the issuance of a not exceeding \$1,000,000 Oconee County, South Carolina Industrial Development Revenue Bond (Engelhard Corporation Project) (the "Bond"), pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended, under the terms of a Financing Agreement (the Agreement) between the County, Engelhard Corporation, a Delaware corporation (the Company) and Chemical Bank, as purchaser of the Bond (the Purchaser). The Bond will be payable by the County solely from the loan payments to be made by the Company to the County under the Agreement and the Company will unconditionally agree to pay, when due, all sums acquired for the payment of the principal of, and the interest on, the Bond, and the Bond may be secured by the mortgage and security interest of a Mortgage on a portion of the Project, which will constitute a forecloseable mortgage, and will be secured by the assignment of the Agreement and the Mortgage, if given, and all payments to be made under the Agreement from the County to the Purchaser. The Bond will not constitute a charge against the general credit or taxing power of Oconee County, South Carolina.

It is estimated that the Project, when completed, will provide employment for approximately 200 persons. Approval of this undertaking is granted on the condition that a copy of Internal Revenue Service Form 8038 relating to the Bond issued pursuant to this approval be filed with the Secretary of the State Board at the time the form is submitted to the Internal Revenue Service.

Notice is further given that any interested party may at any time within twenty (20) days after the date of publication of this Notice, but not afterwards, challenge the validity of the action by the State Board in approving the undertaking of Oconee County, South Carolina, by action de novo, instituted in the Court of Common Pleas for Oconee County, South Carolina.

STATE BUDGET AND CONTROL BOARD  
OF SOUTH CAROLINA

By: William A. McInnis, Secretary

Publication Date:

\_\_\_\_\_, 1985.

STATE OF SOUTH CAROLINA )  
 )  
OCONEE COUNTY )  
 )

TO THE STATE BUDGET AND CONTROL )  
BOARD OF SOUTH CAROLINA )

P E T I T I O N

This Petition of Oconee County, South Carolina (the "*County*"), pursuant to South Carolina Code Annotated, Title 4, Chapter 29 (1976), as amended (the "*Act*"), and specifically Section 4-29-140 thereof, respectfully shows:

1. The County Council of Oconee County (the "*County Council*") is the governing body of the County and as such is the "governing board" of the County referred to in the Act.

2. The Act, among other things, empowers the County, subject to obtaining the approval of the State Budget and Control Board (the "*State Board*") pursuant to Section 4-29-140 of the Act, to issue refunding bonds, the proceeds of which would be used to refund the principal of outstanding revenue bonds theretofore issued by the County pursuant to the Act.

3. Heretofore Engelhard Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), sought the assistance of the County to finance pollution control facilities, sewage and solid waste disposal facilities and certain other facilities, fixtures and equipment (collectively, the "*Facilities*") for use at its chemical catalyst plant located in the County (the "*Plant*"), and the County provided such assistance through the issuance of (i) \$5,500,000 in aggregate principal amount Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project), Series 1985 (the "*Series 1985 Pollution Control Bonds*"), the entire aggregate principal amount of which is currently outstanding, and (ii) \$1,000,000 in aggregate principal amount Oconee County, South Carolina Industrial Development Bond (Engelhard Corporation Project), Series 1985 (the "*Series 1985 Industrial Development Bond*" which, together with the Series 1985 Pollution Control Bonds, are herein referred to as the "*Prior Bonds*"), the entire aggregate principal amount of which is currently outstanding, under the authorization of the Act. In connection with the issuance of the Prior Bonds, the County filed separate petitions for each issue of the Prior Bonds setting forth the findings required by Section 4-29-140 of the Act. Copies of such petitions, together with copies of the subsequent approvals by the State Board, are attached hereto as Exhibits "A" and "B" and incorporated herein by reference.

4. The County has been advised by the Corporation that the issuance of \$6,500,000 in aggregate principal amount of the County's Pollution Control Revenue Refunding Bonds (Engelhard Corporation Project), Series 1996 (the "**Bonds**") will be required to refund the entire aggregate remaining outstanding principal of the Prior Bonds.

5. Pursuant to Section 4-29-140 of the Act, the County sets forth the following information:

a. The Facilities financed with proceeds of the Prior Bonds, which are described in detail in the Loan Agreement, dated as of May 1, 1996 (the "**Agreement**"), between the County and the Corporation, and the Trust Indenture, dated as of May 1, 1996 (the "**Indenture**"), between the County and The Chase Manhattan Bank, N.A., as trustee (the "**Trustee**"), each relating to the Bonds, consist of pollution control facilities and sewage and solid waste disposal facilities, and facilities functionally related and subordinate thereto, and certain other facilities, fixtures and capital equipment for use by the Corporation at the Plant. It is anticipated that the Facilities will continue to maintain current employment and to provide stimulation to the economy of the County and neighboring areas thereto by increased payrolls, capital investment and tax revenues.

b. The County is advised by the Corporation that the cost of refunding the Prior Bonds will exceed \$6,500,000, and that any costs of such refunding in excess of the proceeds of the Bonds will be paid by the Corporation.

c. Copies of the Agreement and the Indenture are available from the County. The following summary of terms is in no wise intended to affect or alter the actual terms of the documents themselves:

(i) The proposed Agreement provides in general:

(A) Proceeds derived from the sale of the Bonds will be used and applied by the County upon request of the Corporation solely for the payment of costs of refunding the outstanding principal amount of the Prior Bonds.

(B) The Corporation obligates itself: (i) to effect the refinancing of the Facilities if the proceeds derived from the sale of the Bonds prove insufficient therefor without diminution of any payments to the County required by the Agreement; (ii) to pay the principal of and interest on the Bonds as the same become due; and (iii) to pay the cost of maintaining and insuring the Facilities to the extent and in the manner provided in the Agreement.



(C) The County does not incur any pecuniary liability or charge upon its general credit or taxing powers.

(D) The Trustee acquires, for the benefit of the Bondholders, a certain trust estate under the granting clauses of the Indenture.

(ii) The proposed Indenture provides in general:

(A) The County makes an irrevocable pledge and assignment to the Trustee for the benefit of the holders of the Bonds of the County's right, title and interest in and to the Agreement and all payments, receipts and revenues which the County has a right to receive under the Agreement (except rights to indemnification and to payment of administrative expenses), and all the moneys and securities in the Bond Fund created under the Indenture.

(B) The terms of the Bonds, the provisions for exchange and registration of transfer of the Bonds, the prepayment provisions, the means of disbursement, default provisions and remedies therefor and various other matters relating to the Bonds.

(C) The execution of the Indenture imposes no pecuniary liability on the County and does not create a charge upon the general credit or against the taxing power of the County.

6. The approvals granted in connection with the Bonds have not been made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

Upon the basis if the foregoing, the County respectfully prays that (i) the State Board accept the filing of this Petition and the documents submitted herewith, and make such investigation as it deems advisable, (ii) if the State Board finds that the refunding of the outstanding principal of the Prior Bonds is intended to promote the purposes of the Act and may be reasonably anticipated to effect such result, that it approve such refunding and the execution and delivery of the Bonds by the County pursuant to the Act to defray the cost of refinancing the Facilities (including changes in

any details of said financing as finally consummated which do not materially affect the undertaking of the County), and (iii) the State Board give published notice of its approval in the manner set forth in Section 4-29-140 of the Act.

Respectfully submitted,

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Supervisor/Chairman, County Council  
of Oconee County, South Carolina

ATTEST:

\_\_\_\_\_  
Opal Green, Clerk, County  
Council of Oconee County,  
South Carolina

Dated: \_\_\_\_\_, 1996

PETITION  
TO  
THE STATE BUDGET AND CONTROL BOARD  
OF  
SOUTH CAROLINA

PURSUANT TO SECTION 4-29-140 OF THE  
CODE OF LAWS OF SOUTH CAROLINA 1976

RE: \$5,500,000 OCONEE COUNTY, SOUTH CAROLINA POLLUTION  
CONTROL REVENUE BONDS (ENGELHARD CORPORATION PROJECT)

EX PARTE:  
COUNTY COUNCIL OF OCONEE COUNTY, SOUTH CAROLINA

EXHIBIT "A"

TO: The Honorable Richard W. Riley, Governor  
The Honorable Grady L. Patterson, Jr., State Treasurer  
The Honorable Earle E. Morris, Jr., Comptroller General  
The Honorable Rembert C. Dennis, Chairman,  
Senate Finance Committee  
The Honorable Tom G. Mangum, Chairman,  
House Ways and Means Committee

Constituting the State Budget and Control Board of the  
State of South Carolina

Your Petitioner, the County Council of Oconee County,  
South Carolina (the County Council), respectfully prays:

1. Oconee County, South Carolina (the County) proposes  
to issue its \$5,500,000 Oconee County, South Carolina Pollution  
Control Revenue Bonds (Engelhard Corporation Project) (the  
Bonds), pursuant to Chapter 29, Title 4, Code of Laws of  
South Carolina 1976, as amended (the Enabling Statute), and  
loan the proceeds thereof to Engelhard Corporation, a corporation  
organized and existing under the laws of the State of Delaware  
(the Company), pursuant to the terms of a Loan Agreement  
between the County and the Company (the Agreement), to  
finance the acquisition, construction and installation of  
certain water and sewage treatment facilities and air pollution  
control facilities (such facilities being referred to herein  
as the Project), which facilities are deemed necessary,  
suitable and useful in connection with a chemical catalyst  
plant being constructed by the Company in the County (the  
Plant).

2. The Company has advised County Council that the Project, together with the costs of issuing the Bonds, will cost at least \$5,500,000, and that all costs in excess of the proceeds of the Bonds will be paid by the Company from its own funds.

3. The Company has advised County Council that the Plant, when completed, will provide employment for approximately 200 persons and that the Project is necessary, suitable and useful in the operation of the Plant. The County Council has determined that the financing of the Project as proposed would render assistance to the Company in establishing a manufacturing enterprise in the County and thereby promote the industrial development of the State of South Carolina (the State) and develop trade by inducing this enterprise to locate in the State and thus utilize and employ the manpower, agricultural products and natural resources of the State. The Project, thus, is anticipated to have a beneficial effect upon the economy of County and of the areas adjacent thereto and will subserve the purposes of Enabling Statute.

4. The Company has advised County Council that The Chase Manhattan Bank, N.A., a national banking association, (the Purchaser), has committed to buy the Bonds, which Bonds will be issued in the aggregate principal amount \$5,500,000, with interest thereon from the date of delivery at the

annual rate of seven and 34/100 per centum (7.34%). The Bonds will mature December 1, 1997, but will be subject to an optional tender by the Bank for purchase by the Company on December 1, 1995.

5. The Project is described generally in the Project Summary attached as Exhibit A to the Resolution of the County Council authorizing the filing of this petition, and a reasonable estimate of the cost of the Project, including necessary expenses incident thereto, is \$5,500,000.

6. The proposed Agreement between the County, and the Company will provide, among other things, the following:

(a) To finance a portion of the cost of the Project, the County will issue its \$5,500,000 Pollution Control Revenue Bonds pursuant to the Enabling Statute. The Project will be owned by the Company and the County will have no ownership interest in the Project.

(b) The Agreement will impose upon the Company the obligation to pay, in addition to the moneys required for the payment of the principal of and interest on the Bonds, all other costs and expenses resulting from the execution and delivery of the Agreement and the issuance of the Bonds pursuant thereto.

(c) The proceeds derived from the sale of the Bonds will be deposited in a construction account and will be withdrawn on requisition of the Company and

applied solely to the payment of costs incident to the Project (including reimbursement to the Company of funds advanced or loans incurred for that purpose) and the issuance of the Bonds.

(d) The Agreement shall contain an agreement obligating the Company to pay from its own funds all costs in connection with the Project in excess of the proceeds of the Bonds, and obligating the Company to pay loan repayments, which, upon the basis of the determinations heretofore made by County Council, will be sufficient to pay the principal of and interest on the Bonds. Inasmuch as the Purchaser has not deemed it advisable to build up and maintain any reserve in connection with the Project or the Bonds, no loan repayments will be required for that purpose.

(e) The Agreement shall contain the agreement of the Company to pay for the maintenance and insurance of the Project and to pay the cost of maintaining the Project in good repair and keeping it properly insured.

(f) The Agreement will contain no provision imposing any pecuniary liability upon the County or which would create a charge upon the County's general credit or taxing power.

7. As security for the payment of the Bond, all rights of the County under the Agreement and all payments to be received thereunder will be assigned to a trustee for the benefit of the Bank.

8. County Council requests that \$5,500,000 of the State Ceiling on Private Activity Bonds for calendar year 1985 be allocated to the Bonds. Contemporaneously with the filing of this petition, the County Council is filing with the State Budget and Control Board of South Carolina, in accordance with the requirements of Code Section 4-29-140, a petition requesting approval of, and a private activity bond allocation for, a \$1,000,000 Industrial Development Revenue Bond (Engelhard Corporation Project), to finance, in part, the cost of the acquisition, construction and installation of the Plant. The allocation amounts requested by this petition and by the petition with respect to said Industrial Development Revenue Bond constitute all of the private activity bond financing contemplated at the time for the Plant and any other facilities located at or used as a part of an integrated operation with the Plant. County Council hereby certifies that this request for allocation is not made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.



Upon the basis of the foregoing, the County Council respectfully prays:

That the State Budget and Control Board accept the filing of the petition presented herewith and that it thereafter, and as soon as practicable, make its independent investigation of the Project and the terms and provisions of the Agreement and Bonds as it deems advisable, and that thereafter the State Board make a finding that the proposed Project will promote the purpose of the Enabling Statute, and that it is reasonably anticipated to effect such result, and, on the basis of such finding, that it does approve the Project, including changes in details of the financing as finally consummated which do not materially affect the undertaking, that \$5,500,000 of the state ceiling on private activity bonds for calendar year 1985 be allocated to the Bonds, and that it give published notice of its approval in the manner set forth in Code Section 4-29-140.

Respectfully submitted,

OCONEE COUNTY, SOUTH CAROLINA

[SEAL]

By: Norman D. Crain  
Chairman, County Council of  
Oconee County

ATTEST:

Opal O. Green  
Clerk, County Council of  
Oconee County

STATE OF SOUTH CAROLINA        )  
  )  
COUNTY OF OCONEE                )

THIS IS TO CERTIFY that the foregoing is an exact, verbatim copy of a Resolution unanimously adopted at a duly called and held regular meeting of the County Council of Oconee County, South Carolina, held in the County Administration Building, Walhalla, South Carolina on November 19, 1985, at which meeting a quorum was present and remained throughout.

The Resolution was offered by Councilmember Butts, seconded by Councilmember Earle, and has been recorded in the County Council's records of proceedings and remains in my custody as Clerk, and the Resolution remains in full force and effect and has not been amended, modified, or repealed.

WITNESS my Hand and the Seal of Oconee County, South Carolina, this 19 day of November, A.D. 1985.

[SEAL]

Opal O. Green  
Clerk, County Council of  
Oconee County, South Carolina

STATE OF SOUTH CAROLINA )

Englehard Corporation Project

COUNTY OF RICHLAND )

I, WILLIAM A. MCINNIS, SECRETARY to the South Carolina State Budget and Control Board, DO HEREBY CERTIFY:

That the State Budget and Control Board (the Board) is composed of the following:

His Excellency, Richard W. Riley, Governor and Chairman of the Board;

The Honorable Grady L. Patterson, Jr., State Treasurer;

The Honorable Earle E. Morris, Jr., Comptroller General;

The Honorable Rembert C. Dennis, Chairman of the Senate Finance Committee; and

The Honorable Tom G. Mangum, Chairman of the House Ways and Means Committee.

That due notice of a meeting of the Board, called to be held in Columbia, South Carolina, at 10:00 a.m., on Tuesday, December 3, 1985, was given to all members in writing, and at least four (4) days prior to the meeting; that all members of the Board were present at the meeting, with the exception of: Senator Dennis, who was represented by Senate Finance Committee Vice Chairman James M. Waddell, Jr., and Mr. Morris.

That at the meeting, a Resolution, of which the attached is a true, correct and verbatim copy, was introduced by Senator Waddell, who moved its adoption; the motion was seconded by Mr. Patterson, and upon the vote being taken and recorded it appeared that the following votes were cast:

FOR MOTION

AGAINST MOTION

4

0

That the Chairman thereupon declared the Resolution unanimously adopted and the original thereof has been duly entered in the permanent records of minutes of meetings of the Board in my custody as its Secretary.

December 5, 1985

William A. McInnis

A RESOLUTION  
APPROVING AN UNDERTAKING BY OCONEE COUNTY,  
SOUTH CAROLINA PURSUANT TO CHAPTER 29,  
TITLE 4, CODE OF LAWS OF SOUTH CAROLINA  
1976, AS AMENDED, TO ACQUIRE, CONSTRUCT  
AND EQUIP AN INDUSTRIAL PROJECT THROUGH  
THE ISSUANCE OF A NOT EXCEEDING \$5,500,000  
OCONEE COUNTY, SOUTH CAROLINA POLLUTION  
CONTROL REVENUE BONDS  
(ENGELHARD CORPORATION PROJECT)

WHEREAS, heretofore the County Council of Oconee County, South Carolina (the County Council) did, pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended (the Enabling Statute), petition the State Budget and Control Board of South Carolina (the State Board), seeking approval of the State Board of an undertaking by Oconee County, South Carolina (the County) pursuant to the Enabling Statute; and

WHEREAS, the undertaking provides for the issuance of not exceeding \$5,500,000 Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project) (the Bonds), pursuant to the Enabling Statute, and the loan of the proceeds thereof to Engelhard Corporation, a Delaware corporation (the Company), under the terms of a Loan Agreement (the Agreement) between the County and the Company to finance the acquisition, construction and installation of certain water and sewage treatment and disposal facilities and air pollution control facilities (such facilities being referred to herein as the Project), which facilities are deemed necessary, suitable and useful in connection with a chemical catalyst plant being constructed by the Company in the County (the Plant); and

WHEREAS, under the Agreement, loan payments sufficient to provide for the payment of the Bonds and cost and expenses resulting from the issuance thereof will be made by the Company; and

WHEREAS, the Bonds will be secured by the assignment by the County to a trustee for the benefit of the bondholders of all rights of the County under the Agreement, including all payments to be received thereunder; and

WHEREAS, the State Board has made such independent investigation as it deemed advisable;

NOW, THEREFORE, BE IT RESOLVED by the State Budget and Control Board of South Carolina, in a meeting duly assembled:

(1) It has been found and determined by the State Board as follows:

(a) the statement of facts set forth in the recitals of this Resolution are in all respects true and correct;

(b) the County Council has filed a proper petition to the State Board, establishing a reasonable estimate of the cost of the Project and a general summary of the terms and conditions of the Agreement to be entered into between the County and the Company;

(c) the Plant, when completed, will provide employment for approximately 200 persons and the Project is deemed necessary, suitable and useful in connection with the operation of the Plant; and

(d) the Project is intended to promote the purposes of the Enabling Statute and is reasonably anticipated to effect such results.

(2) On the basis of the foregoing findings, the proposed undertaking of the County to finance the acquisition, construction and installation of water and sewage treatment and disposal facilities and air pollution control facilities at the Plant which will constitute a "project" under the Enabling Statute, through the issuance of not exceeding \$5,500,000 Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project), payable from the loan payments to be derived under the Agreement and secured by the pledge of loan payments to be made under the Agreement, all pursuant to the Enabling Statute (including changes in any details of the financing, as finally consummated, which do not materially affect the said undertaking), be, and the same is, hereby approved.

(3) Notice of the action of the State Board in giving approval to the undertaking of the County above described in paragraph 2, supra, shall be published one time in a newspaper having general circulation in Oconee County, South Carolina.

(4) Approval of this undertaking is granted on the condition that a copy of Internal Revenue Service (IRS) Form 8038 relating to the Bonds issued pursuant to this approval be filed with the Secretary of the State Board at the time such form is submitted to the Internal Revenue Service.

(5) The Notice to be published shall be in the form substantially as set forth in Exhibit "A" to this Resolution.

NOTICE PURSUANT TO CHAPTER 29, TITLE 4  
CODE OF LAWS OF SOUTH CAROLINA 1976, AS AMENDED

NOTICE is hereby given pursuant to the provisions and requirements of Section 4-29-140 of the South Carolina Code Annotated, as amended, that, following the filing of a petition by the County Council of Oconee County, South Carolina (the County Council) to the State Budget and Control Board of South Carolina (the State Board), approval has been given by the State Board to the following undertaking (including any changes in any details of the financing as finally consummated which do not materially affect the undertaking):

The financing by Oconee County, South Carolina (the County) of the acquisition, construction and installation of certain water and sewage treatment facilities and air pollution control facilities (the Project) at a chemical catalyst plant (the Plant) being constructed in Oconee County, South Carolina, through the issuance of not exceeding \$5,500,000 Oconee County, South Carolina Pollution Control Revenue Bonds (Engelhard Corporation Project) (the "Bonds"), pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended, under the terms of a Loan Agreement (the Agreement) between the County and Engelhard Corporation, a Delaware corporation (the Company). The Bonds will be payable by the County solely from the loan payments to be made by the Company to the County under the Agreement and the Company will unconditionally agree to pay, when due, all sums acquired for the payment of the principal of, and the interest on, the Bonds, and the Bonds will be secured by the assignment of the Agreement and all payments to be made under the Agreement from the County to a trustee for the benefit of the bondholders. The Bonds will not constitute a charge against the general credit or taxing power of Oconee County, South Carolina.

It is estimated that the Plant, when completed, will provide employment for approximately 200 persons, and the Project is deemed necessary, suitable and useful in connection with the operation of the Plant. Approval of this undertaking is granted on the condition that a copy of Internal Revenue Service Form 8038 relating to the Bonds issued pursuant to this approval be filed with the Secretary of the State Board at the time the form is submitted to the Internal Revenue Service.

Notice is further given that any interested party may at any time within twenty (20) days after the date of publication of this Notice, but not afterwards, challenge the validity of the action by the State Board in approving the undertaking of Oconee County, South Carolina, by action de novo, instituted in the Court of Common Pleas for Oconee County, South Carolina.

STATE BUDGET AND CONTROL BOARD  
OF SOUTH CAROLINA

By: William A. McInnis, Secretary

Publication Date:

\_\_\_\_\_, 1985.



PETITION  
TO  
THE STATE BUDGET AND CONTROL BOARD  
OF  
SOUTH CAROLINA

PURSUANT TO SECTION 4-29-140 OF THE  
CODE OF LAWS OF SOUTH CAROLINA 1976

RE: NOT EXCEEDING \$1,000,000 OCONEE COUNTY, SOUTH  
CAROLINA INDUSTRIAL DEVELOPMENT REVENUE BOND  
(ENGELHARD CORPORATION PROJECT)

EX PARTE:  
COUNTY COUNCIL OF OCONEE COUNTY, SOUTH CAROLINA

EXHIBIT "B"

TO: The Honorable Richard W. Riley, Governor  
The Honorable Grady L. Patterson, Jr., State Treasurer  
The Honorable Earle E. Morris, Jr., Comptroller General  
The Honorable Rembert C. Dennis, Chairman,  
Senate Finance Committee  
The Honorable Tom G. Mangum, Chairman,  
House Ways and Means Committee

Constituting the State Budget and Control Board of the  
State of South Carolina

Your Petitioner, the County Council of Oconee County,  
South Carolina (the County Council), respectfully prays:

1. Oconee County, South Carolina (the County) proposes to issue its not exceeding \$1,000,000 Oconee County, South Carolina Industrial Development Revenue Bond (Engelhard Corporation Project) (the Bond), pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended (the Enabling Statute), and loan the proceeds thereof to Engelhard Corporation, a corporation organized and existing under the laws of the State of Delaware (the Company), pursuant to the terms of a Financing Agreement (the Agreement) between the County, the Company and Chemical Bank, as purchaser of the Bond, to finance, in part, the acquisition, construction and installation of certain land, buildings and equipment constituting a chemical catalyst plant to be located in the County (such land, building, and equipment, as so acquired, constructed and installed, being referred to herein as the Project).

2. The Company has advised County Council that the Project, together with the costs of issuing the Bond, will cost at least \$1,000,000, and that all costs in excess of the proceeds of the Bond will be paid by the Company from its own funds.

3. The Company has advised County Council that the Project, when completed, will provide employment for 200 persons. As a result of the increased employment following completion of the Project, the economy of the County will be benefited by the increased payroll and, as a result of the proposed construction, improvement and installation of machinery and equipment, the tax base of the County will be increased. Thus, the proposed Project is anticipated to have a beneficial effect upon the economy of the County and of the areas adjacent thereto.

4. The Company has advised County Council that Chemical Bank, a New York corporation (the Purchaser), has committed to buy the Bond, which will be issued as a single bond, payable to the Purchaser or its registered assigns, in the principal amount of not exceeding \$1,000,000, with interest thereon from the date of delivery at the rate of sixty eight per centum (68%) of the prime rate announced from time to time by the Purchaser. The Bond will mature on December 1, 1997.

5. The proposed Agreement between the County, the Company and the Purchaser will provide, among other things, the following:

(a) To finance a portion of the cost of the Project, the County will issue its not exceeding \$1,000,000 Industrial Development Revenue Bond pursuant to the Enabling Statute. The Project will be owned by the Company and the County will have no ownership interest in the Project. The Bond may be secured by a first mortgage lien on the Project under a Mortgage from the Company to the County (the Mortgage), which will be assigned to the Purchaser.

(b) The Agreement will impose upon the Company the obligation to pay, in addition to the moneys required for the payment of the principal of and interest on the Bond, all other costs and expenses resulting from the execution and delivery of the Agreement and the Mortgage and the issuance of the Bond pursuant thereto.

(c) The proceeds derived from the sale of the Bond will be deposited in a construction account and will be withdrawn on requisition of the Company and applied solely to the payment of costs incident to the Project (including reimbursement to the Company of funds advanced or loans incurred for that purpose), and the issuance of the Bond.

(d) The Agreement shall contain an agreement obligating the Company to pay from its own funds all costs in connection with the Project in excess of the proceeds of the Bond, and obligating the Company to pay loan repayments which, upon the basis of the determinations heretofore made by County Council, will be sufficient to pay the principal of and interest on the Bond. Inasmuch as the Purchaser has not deemed it advisable to build up and maintain any reserve in connection with the Project or the Bond, no loan repayments will be required for that purpose.

(e) The Agreement shall contain the agreement of the Company to pay for the maintenance and insurance of the Project and to pay the cost of maintaining the Project in good repair and keeping it properly insured.

(f) The Agreement will contain no provision imposing any pecuniary liability upon the County or which would create a charge upon the general credit or taxing power of the County.

6. Any mortgage from the Company to the County securing the Bond will be in conventional form and will constitute a forecloseable mortgage upon the Project. Included in the granting clause of the mortgage may be the real property,

machinery, and equipment and all interest therein, acquired or to be acquired for the Project, with the proceeds of the sale of the Bond.

7. County Council requests that \$1,000,000 of the State Ceiling on Private Activity Bonds for calendar year 1985 be allocated to the Bond. Contemporaneously with the filing of this petition, the County Council is filing with the State Budget and Control Board of South Carolina, in accordance with the requirements of Code Section 48-3-140, a petition requesting approval of, and a private activity bond allocation for, \$5,500,000 Pollution Control Revenue Bonds (Engelhard Corporation Project), to finance the cost of the acquisition, construction and installation of certain pollution control facilities at the Project. The allocation amounts requested by this petition and by the petition with respect to said Pollution Control Revenue Bonds constitute all of the private activity bond financing contemplated at the time for the Project and any other facilities located at or used as a part of an integrated operation with the Project. County Council hereby certifies that this request for allocation is not made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

Upon the basis of the foregoing, the County Council respectfully prays:

That the State Budget and Control Board accept the filing of the Petition presented herewith and that it thereafter, and as soon as practicable, make its independent investigation of the Project and the terms and provisions of the Agreement and the Mortgage and Bond as it deems advisable, and that thereafter the State Board make a finding that the proposed Project will promote the purpose of the Enabling Statute, and that it is reasonably anticipated to effect such result, and, on the basis of such finding, that it does approve the Project, including changes in details of the financing as finally consummated which do not materially affect the undertaking, that \$1,000,000 of the state ceiling on private activity bonds for calendar year 1985 be allocated to the Bond, and that it give published notice of its approval in the manner set forth in Code Section 4-29-140.

Respectfully submitted,

OCONEE COUNTY, SOUTH CAROLINA

[SEAL]

By: Norman D. Stein  
Chairman, County Council of  
Oconee County

ATTEST:

Opal O. Green  
Clerk, County Council of  
Oconee County

STATE OF SOUTH CAROLINA        )  
  )  
COUNTY OF OCONEE                )

THIS IS TO CERTIFY that the foregoing is an exact, verbatim copy of a Resolution unanimously adopted at a duly called and held regular meeting of the County Council of Oconee County, South Carolina, held in the County Administration Building, Walhalla, South Carolina on November 19, 1985, at which meeting a quorum was present and remained throughout.

The Resolution was offered by Councilmember Butts, seconded by Councilmember Earle, and has been recorded in the County Council's records of proceedings and remains in my custody as Clerk, and the Resolution remains in full force and effect and has not been amended, modified, or repealed.

WITNESS my Hand and the Seal of Oconee County, South Carolina, this 19 day of November, A.D. 1985.

[SEAL]

Opal O. Green  
Clerk, County Council of  
Oconee County, South Carolina



STATE OF SOUTH CAROLINA )  
COUNTY OF RICHLAND )

Englehard Corporation Project

I, WILLIAM A. MCINNIS, SECRETARY to the South Carolina State Budget and Control Board, DO HEREBY CERTIFY:

That the State Budget and Control Board (the Board) is composed of the following:

His Excellency, Richard W. Riley, Governor and Chairman of the Board;

The Honorable Grady L. Patterson, Jr., State Treasurer;

The Honorable Earle E. Morris, Jr., Comptroller General;

The Honorable Rembert C. Dennis, Chairman of the Senate Finance Committee; and

The Honorable Tom G. Mangum, Chairman of the House Ways and Means Committee.

That due notice of a meeting of the Board, called to be held in Columbia, South Carolina, at 10:00 a.m., on Tuesday, December 3, 1985, was given to all members in writing, and at least four (4) days prior to the meeting; that all members of the Board were present at the meeting, with the exception of: Senator Dennis, who was represented by Senate Finance Committee Vice Chairman James M. Waddell, Jr., and Mr. Morris.

That at the meeting, a Resolution, of which the attached is a true, correct and verbatim copy, was introduced by Senator Waddell, who moved its adoption; the motion was seconded by Mr. Patterson, and upon the vote being taken and recorded it appeared that the following votes were cast:

FOR MOTION

AGAINST MOTION

4

0

That the Chairman thereupon declared the Resolution unanimously adopted and the original thereof has been duly entered in the permanent records of minutes of meetings of the Board in my custody as its Secretary.

December 5, 1985

William A. McInnis

A RESOLUTION  
APPROVING AN UNDERTAKING BY OCONEE COUNTY,  
SOUTH CAROLINA PURSUANT TO CHAPTER 29,  
TITLE 4, CODE OF LAWS OF SOUTH CAROLINA  
1976, AS AMENDED, TO ACQUIRE, CONSTRUCT  
AND EQUIP AN INDUSTRIAL PROJECT THROUGH  
THE ISSUANCE OF A NOT EXCEEDING \$1,000,000  
OCONEE COUNTY, SOUTH CAROLINA INDUSTRIAL  
DEVELOPMENT REVENUE BOND  
(ENGELHARD CORPORATION PROJECT)

WHEREAS, heretofore the County Council of Oconee County, South Carolina (the County Council) did, pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended (the Enabling Statute), petition the State Budget and Control Board of South Carolina (the State Board), seeking approval of the State Board of an undertaking by Oconee County, South Carolina (the County) pursuant to the Enabling Statute; and

WHEREAS, the undertaking provides for the issuance of a not exceeding \$1,000,000 Oconee County, South Carolina Industrial Development Revenue Bond (Engelhard Corporation Project) (the Bond), pursuant to the Enabling Statute, and the loan of the proceeds thereof to Engelhard Corporation, a Delaware corporation (the Company), under the terms of a Financing Agreement (the Agreement) between the County, the Company and Chemical Bank, as purchaser of the Bond (the Purchaser), to finance a portion of the cost of the acquisition, construction and installation of certain land, buildings and equipment constituting a chemical catalyst plant to be located in the County (such land, buildings and equipment, as so acquired, constructed and installed, being referred to herein as the Project); and

WHEREAS, under the Agreement, loan payments sufficient to provide for the payment of the Bond and cost and expenses resulting from the issuance thereof will be made by the Company; and

WHEREAS, the Bond will be secured by the assignment by the County to the Bank of all rights of the County under the Agreement, including all payments to be received thereunder, and may be secured by a first mortgage lien on a portion of the Project under a mortgage from the Company to the County (the Mortgage), which Mortgage, if given, will be assigned by the County to the Purchaser; and

WHEREAS, the State Board has made such independent investigation as it deemed advisable;

NOW, THEREFORE, BE IT RESOLVED by the State Budget and Control Board of South Carolina, in a meeting duly assembled:

(1) It has been found and determined by the State Board as follows:

(a) the statement of facts set forth in the recitals of this Resolution are in all respects true and correct;

(b) the County Council has filed a proper petition to the State Board, establishing a reasonable estimate of the cost of the Project and a general summary of the terms and conditions of the Agreement to be entered into between the County, the Company and the Purchaser;

(c) the Project, when completed, will provide employment for approximately 200 persons; and

(d) the Project is intended to promote the purposes of the Enabling Statute and is reasonably anticipated to effect such results.

(2) On the basis of the foregoing findings, the proposed undertaking of the County to finance a portion of the cost of the acquisition, construction and installation of a manufacturing facility which will constitute a "project" under the Enabling Statute, through the issuance of not exceeding \$1,000,000 Oconee County, South Carolina Industrial Development Revenue Bond (Engelhard Corporation Project), payable from the loan payments to be derived under the Agreement and secured by the pledge of loan payments to be made under the Agreement, all pursuant to the Enabling Statute (including changes in any details of the financing, as finally consummated, which do not materially affect the said undertaking), be, and the same is, hereby approved.

(3) Notice of the action of the State Board in giving approval to the undertaking of the County above described in paragraph 2, supra, shall be published one time in a newspaper having general circulation in Oconee County, South Carolina.

(4) Approval of this undertaking is granted on the condition that a copy of Internal Revenue Service (IRS) Form 8038 relating to the Bond issued pursuant to this approval be filed with the Secretary of the State Board at the time such form is submitted to the Internal Revenue Service.

(5) The Notice to be published shall be in the form substantially as set forth in Exhibit "A" to this Resolution.

NOTICE PURSUANT TO CHAPTER 29, TITLE 4  
CODE OF LAWS OF SOUTH CAROLINA 1976, AS AMENDED

NOTICE is hereby given pursuant to the provisions and requirements of Section 4-29-140 of the South Carolina Code Annotated, as amended, that, following the filing of a petition by the County Council of Oconee County, South Carolina (the County Council) to the State Budget and Control Board of South Carolina (the State Board), approval has been given by the State Board to the following undertaking (including any changes in any details of the financing as finally consummated which do not materially affect the undertaking):

The financing by Oconee County, South Carolina (the County) of a portion of the cost of the acquisition, construction and installation of certain land, buildings, and equipment constituting a chemical catalyst plant in Oconee County, South Carolina (such land, building and equipment, as so acquired, constructed and installed, being referred to herein as the Project), through the issuance of a not exceeding \$1,000,000 Oconee County, South Carolina Industrial Development Revenue Bond (Engelhard Corporation Project) (the "Bond"), pursuant to Chapter 29, Title 4, Code of Laws of South Carolina 1976, as amended, under the terms of a Financing Agreement (the Agreement) between the County, Engelhard Corporation, a Delaware corporation (the Company) and Chemical Bank, as purchaser of the Bond (the Purchaser). The Bond will be payable by the County solely from the loan payments to be made by the Company to the County under the Agreement and the Company will unconditionally agree to pay, when due, all sums acquired for the payment of the principal of, and the interest on, the Bond, and the Bond may be secured by the mortgage and security interest of a Mortgage on a portion of the Project, which will constitute a forecloseable mortgage, and will be secured by the assignment of the Agreement and the Mortgage, if given, and all payments to be made under the Agreement from the County to the Purchaser. The Bond will not constitute a charge against the general credit or taxing power of Oconee County, South Carolina.

It is estimated that the Project, when completed, will provide employment for approximately 200 persons. Approval of this undertaking is granted on the condition that a copy of Internal Revenue Service Form 8038 relating to the Bond issued pursuant to this approval be filed with the Secretary of the State Board at the time the form is submitted to the Internal Revenue Service.

Notice is further given that any interested party may at any time within twenty (20) days after the date of publication of this Notice, but not afterwards, challenge the validity of the action by the State Board in approving the undertaking of Oconee County, South Carolina, by action de novo, instituted in the Court of Common Pleas for Oconee County, South Carolina.

STATE BUDGET AND CONTROL BOARD  
OF SOUTH CAROLINA

By: William A. McInnis, Secretary

Publication Date:

\_\_\_\_\_, 1985.

BIDDER	TRANS CONSTRUCTION , INC.	ALPHA CONSTRUCTION CO.	TAYLOR & MURPHY CONSTRUCTION CO., INC.	BELK CO.	CORNETT BRIDGE, INC.	ZORN CO., INC.
BASE BID	\$ 128,000.00	\$ 115,000.00	\$ 210,000.00	\$ 107,700.00	\$ 138,000.00	\$ 132,777.00
ALTERNATE	\$ 119,000.00	\$ 112,000.00	\$ 194,000.00	\$ 96,700.00	\$ 128,000.00	\$ 131,777.00
BID GUARANTEE	YES	YES	YES	YES	YES	YES
Attended Bid Opening:	Jenny Peay, Ann Albertson, Alex James - Oconee County, Greg Harding - Zorn Co., Allen Harp - Cornett Bridge					

DATE: February 19, 1996

Gentlemen:

In compliance with your invitation for bids, the undersigned hereby proposes to furnish all labor, equipment and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

in strict accordance with the Contract Documents hereto and totaling:

ONE HUNDRED TWENTY EIGHT THOUSAND and 00100 Dollars (\$128,000.00)

As an alternate to the Bid Item above, and with the special condition that Oconee County will provide a temporary structure across Ramsey Creek to allow site access for construction equipment, the undersigned hereby proposes to furnish all labor, equipment, and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

In strict accordance with the Contract Documents hereto and totaling:

ONE HUNDRED NINETEEN THOUSAND and 00100 Dollars (\$119,000.00)

The undersigned hereby agrees that, upon written acceptance of this bid, he will within 7 days of receipt of such notice execute a formal contract agreement with the Owner, and that he will provide the bond or guarantees required by the Contract Documents.

The undersigned hereby agrees that, if awarded the contract, he will commence the work within Seven (7) calendar days after the date of the written notice to proceed, and that he will complete the work within ninety (90) calendar days after the date of such notice.

The undersigned acknowledges receipt of the following addenda:

Addendum #1, dated 2/6/96, Addendum # 2 dated 2/12/96

Enclosed is a bid guarantee, consisting of a bid bond

in the amount of 5% of the bid

Respectfully submitted,

Trans Construction, Inc.

FIRM NAME

P O Box 1238, Brevard, NC 28712

BUSINESS ADDRESS

BY: Russell Swangim

TITLE: President

ATTEST:

Rachel Swangim  
Rachel Swangim  
Corporate Secretary



DATE: February 20, 1996

Gentlemen:

In compliance with your invitation for bids, the undersigned hereby proposes to furnish all labor, equipment and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

in strict accordance with the Contract Documents hereto and totaling:

One Hundred Fifteen Thousand and N9100 Dollars (\$115,000).00

As an alternate to the Bid Item above, and with the special condition that Oconee County will provide a temporary structure across Ramsey Creek to allow site access for construction equipment, the undersigned hereby proposes to furnish all labor, equipment, and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

In strict accordance with the Contract Documents hereto and totaling:

One Hundred Twelve Thousand and N9100 Dollars \$112,000.00

The undersigned hereby agrees that, upon written acceptance of this bid, he will within 7 days of receipt of such notice execute a formal contract agreement with the Owner, and that he will provide the bond or guarantees required by the Contract Documents.

The undersigned hereby agrees that, if awarded the contract, he will commence the work within Seven (7) calendar days after the date of the written notice to proceed, and that he will complete the work within ninety (90) calendar days after the date of such notice.

The undersigned acknowledges receipt of the following addenda:

Addenda One and Two

Enclosed is a bid guarantee, consisting of Bid Bond  
in the amount of 5 %

Respectfully submitted,

ALPHA CONSTRUCTION COMPANY

FIRM NAME

4250 Ogeechee Rd.  
Savannah, Georgia 31405

BUSINESS ADDRESS

BY: Ronald L. Rose

Ronald L. Rose

TITLE: President

DATE: Feb. 22, 1996

Gentlemen:

In compliance with your invitation for bids, the undersigned hereby proposes to furnish all labor, equipment and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

in strict accordance with the Contract Documents hereto and totaling:

Two Hundred Ten Thousand and 00/100 Dollars (210,000.00).

As an alternate to the Bid Item above, and with the special condition that Oconee County will provide a temporary structure across Ramsey Creek to allow site access for construction equipment, the undersigned hereby proposes to furnish all labor, equipment, and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

In strict accordance with the Contract Documents hereto and totaling:

One Hundred Ninety-Four Thousand and 00/100 Dollars (194,000.00).

The undersigned hereby agrees that, upon written acceptance of this bid, he will within 7 days of receipt of such notice execute a formal contract agreement with the Owner, and that he will provide the bond or guarantees required by the Contract Documents.

The undersigned hereby agrees that, if awarded the contract, he will commence the work within Seven (7) calendar days after the date of the written notice to proceed, and that he will complete the work within ninety (90) calendar days after the date of such notice.

The undersigned acknowledges receipt of the following addenda:

Addendums # 1 + # 2

Enclosed is a bid guarantee, consisting of \_\_\_\_\_  
in the amount of \_\_\_\_\_

Respectfully submitted,

Taylor & Murphy Const. Co., Inc.  
FIRM NAME

PO Box 6215, Asheville, NC 28816  
BUSINESS ADDRESS

BY: Michael J. Taylor

TITLE: VICE-PRES

DATE: Feb 20 1994

Gentlemen:

In compliance with your invitation for bids, the undersigned hereby proposes to furnish all labor, equipment and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

in strict accordance with the Contract Documents hereto and totaling:

one hundred seven thousand seven hundred and 00/100 Dollars (107,700).

As an alternate to the Bid Item above, and with the special condition that Oconee County will provide a temporary structure across Ramsey Creek to allow site access for construction equipment, the undersigned hereby proposes to furnish all labor, equipment, and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

In strict accordance with the Contract Documents hereto and totaling:

Ninety six thousand seven hundred and 00/100 Dollars (96,700.00).

The undersigned hereby agrees that, upon written acceptance of this bid, he will within 7 days of receipt of such notice execute a formal contract agreement with the Owner, and that he will provide the bond or guarantees required by the Contract Documents.

The undersigned hereby agrees that, if awarded the contract, he will commence the work within Seven (7) calendar days after the date of the written notice to proceed, and that he will complete the work within ninety (90) calendar days after the date of such notice.

The undersigned acknowledges receipt of the following addenda:

one Feb 6 1994 two Feb 12 1994

Enclosed is a bid guarantee, consisting of 5%  
in the amount of \$1,500.00

Respectfully submitted,

Beik Co  
FIRM NAME

300 Lake Forest Dr. Anderson, SC  
BUSINESS ADDRESS

BY: David R. Beik

TITLE: Owner

**SECTION P  
PROPOSAL**

DATE: February 20, 1996

Gentlemen:

In compliance with your invitation for bids, the undersigned hereby proposes to furnish all labor, equipment and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

in strict accordance with the Contract Documents hereto and totaling:

ONE HUNDRED THIRTY EIGHT THOUSAND and <sup>00</sup>/100 Dollars (138,000.00).

As an alternate to the Bid Item above, and with the special condition that Oconee County will provide a temporary structure across Ramsey Creek to allow site access for construction equipment, the undersigned hereby proposes to furnish all labor, equipment, and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

In strict accordance with the Contract Documents hereto and totaling:

ONE HUNDRED TWENTY EIGHT THOUSAND and <sup>00</sup>/100 Dollars (128,000.00).

The undersigned hereby agrees that, upon written acceptance of this bid, he will within 7 days of receipt of such notice execute a formal contract agreement with the Owner, and that he will provide the bond or guarantees required by the Contract Documents.

The undersigned hereby agrees that, if awarded the contract, he will commence the work within Seven (7) calendar days after the date of the written notice to proceed, and that he will complete the work within ninety (90) calendar days after the date of such notice.

The undersigned acknowledges receipt of the following addenda:

Addendum No. 1, Addendum No. 2

Enclosed is a bid guarantee, consisting of A Bid Bond  
in the amount of Five (5%) Percent of Amount Bid.

Respectfully submitted,

Ulla L. Whithel  
Corporate Secretary

Cornett Bridge, Inc.  
FIRM NAME  
P.O. Box 1822  
319 Bradford St., N.W., Gainesville, GA, 30501  
BUSINESS ADDRESS

BY: Frankie Chambers  
Frankie Chambers  
TITLE: Vice President

**SECTION P  
PROPOSAL**

DATE: February 20, 1996

Gentlemen:

In compliance with your invitation for bids, the undersigned hereby proposes to furnish all labor, equipment and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

in strict accordance with the Contract Documents hereto and totaling:

One Hundred Thirty Two Thousand Seven Hundred Seventy Seven and /100 Dollars (132,777).

As an alternate to the Bid Item above, and with the special condition that Oconee County will provide a temporary structure across Ramsey Creek to allow site access for construction equipment, the undersigned hereby proposes to furnish all labor, equipment, and materials, and to perform all work for the project referred to herein as:

**PEDESTRIAN BRIDGE OVER CHAUGA RIVER**

In strict accordance with the Contract Documents hereto and totaling:

One Hundred Thirty One Thousand Seven Hundred Seventy Seven and /100 Dollars (131,777).

The undersigned hereby agrees that, upon written acceptance of this bid, he will within 7 days of receipt of such notice execute a formal contract agreement with the Owner, and that he will provide the bond or guarantees required by the Contract Documents.

The undersigned hereby agrees that, if awarded the contract, he will commence the work within Seven (7) calendar days after the date of the written notice to proceed, and that he will complete the work within ninety (90) calendar days after the date of such notice.

The undersigned acknowledges receipt of the following addenda:

ONE 2-6-96 TWO 2-12-96

Enclosed is a bid guarantee, consisting of 5% of Base Bid

in the amount of \_\_\_\_\_

Respectfully submitted,

Zorn Co., Inc.

FIRM NAME

P.O. Box 842, Seneca, S.C. 29679

BUSINESS ADDRESS

BY:

TITLE:

Gregory L. Harding

Vice President

OCONEE COUNTY, SOUTH CAROLINA

THIRD SUPPLEMENTAL ORDINANCE NO. 96-\_\_\_\_\_

A THIRD SUPPLEMENTAL ORDINANCE PROVIDING FOR THE ISSUANCE AND SALE OF OCONEE COUNTY, SOUTH CAROLINA, SEWER SYSTEM REFUNDING REVENUE BONDS, SERIES 1996 AND OTHER MATTERS RELATING THERETO.

BE IT ORDAINED BY THE COUNTY COUNCIL OF OCONEE COUNTY, SOUTH CAROLINA, IN MEETING DULY ASSEMBLED:

Section 1. Definitions. The terms in this Section 1 and all words and terms defined in General Bond Ordinance No. 88-6 enacted by the County Council (the "Council") of Oconee County, South Carolina (the "County") on June 23, 1988 (said Ordinance as from time to time amended or supplemented by Supplemental Ordinances being defined in said Ordinance as the "Ordinance") (except as herein otherwise expressly or unless the context otherwise requires), shall for all purposes of this Supplemental Ordinance have the respective meanings given to them in the Ordinance and in Section 1.

"*Bond Proceeds Fund of 1996*" shall mean the fund of that name established pursuant to Section 4 of this Supplemental Ordinance.

"*Series 1988 Bonds*" shall mean the Oconee County, South Carolina, Sewer System Revenue Bonds, Series 1988, issued in the aggregate principal amount of \$2,705,000 dated July 1, 1988.

"*Series 1996 Bonds*" shall mean the Oconee County, South Carolina, Sewer System Refunding Revenue Bonds, Series 1996, in the aggregate principal amount of \$ \_\_\_\_\_ authorized to be issued hereunder.

Section 2. Authorization of Series 1996 Bonds, Maturities, Interest Rates and Sinking Fund Provisions. (a) There is hereby authorized to be issued a Series of Bonds designated "Oconee County, South Carolina, Sewer System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), in the total principal amount of \$ \_\_\_\_\_ for the purpose of refunding the Series 1988 Bonds, reimbursing the County and the Oconee County Sewer Commission for certain funds previously advanced and for the payment of the Cost of Issuance of the Series 1996 Bonds. The Series 1996 Bonds shall mature on \_\_\_\_\_ 1 in each of the years and in the principal amounts, and bear interest at the rates per annum, as follows:

<u>Year</u>	<u>Principal</u>	<u>Interest Rate</u>
-------------	------------------	--------------------------

[to come]

All of the Series 1996 Bonds shall be sold at par, except the Series 1996 Bonds maturing in the year \_\_\_\_\_ shall be sold at a price equal to \_\_\_\_\_ to the principal amount thereof.

(b) The Series 1996 Bonds maturing on \_\_\_\_\_ 1, 20\_\_ , shall be retired by mandatory sinking fund installments which shall be accumulated in the Bond Redemption Account in the Debt Service Fund in amounts sufficient to redeem on \_\_\_\_\_ 1 of each year the principal amount of such Series 1996 Bonds specified for each of the years set forth below:

<u>Year</u>	<u>Principal Amount</u>
-------------	-------------------------

[to come]

(c) The Series 1996 Bonds shall originally be dated \_\_\_\_\_ 1, 1996, and shall be issued as fully registered Bonds in the denominations of \$5,000 and integral multiples thereof.

(d) Principal of and redemption premium, if any, on the Series 1996 Bonds shall be payable at the principal corporate trust office of the Trustee, in the City of \_\_\_\_\_, State of \_\_\_\_\_. Interest on the Series 1996 Bonds shall be payable semiannually thereafter on each \_\_\_\_\_ 1 and \_\_\_\_\_ 1 of each year, commencing \_\_\_\_\_ 1, 199\_\_\_\_, in each case to the Holders as of the immediately preceding Record Date, such interest to be paid by the Trustee by check or draft mailed to each Holder at the address as it appears on the Books of Registry maintained at the principal corporate trust office of the Trustee, in the City of \_\_\_\_\_, \_\_\_\_\_.

(e) The Series 1996 Bonds, the Certificate of Authentication thereof and the assignment of provisions pertaining thereto shall be in substantially the form set forth in the General Bond Ordinance, with such necessary or appropriate variations, omissions and insertions as are incidental to the series, numbers, denominations, maturities, interest rate or rates, redemption provisions, the purpose of issuance and other details thereof or as are otherwise permitted or required by law or by the Ordinance, including this Supplemental Ordinance.

(f) If a copy of the approving opinion to be rendered on the Series 1996 Bonds shall be printed on the back of such Series 1996 Bonds, preceding the same a certificate of authentication shall appear, which shall be signed on behalf of the County by a facsimile signature of the Clerk of the Council of the County. Such Certificate of Authentication shall be in the form substantially as follows:

"IT IS HEREBY CERTIFIED that the following is a true and correct copy of the complete legal opinion of Haynsworth, Marion, McKay & Guérard, L.L.P., Attorneys and Counselors at Law,

Greenville, South Carolina, the original of which was manually executed, dated and issued as of the date of the delivery of and payment for the bonds, and a copy of which is on file with the Trustee.

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
 Clerk, County Council of  
 Oconee County, South Carolina

Section 3. Optional Redemption of Series 1996 Bonds. The Series 1996 Bonds shall be subject to redemption prior to maturity, at the option of the County, on and after \_\_\_\_\_ 1, \_\_\_\_\_, as a whole at any time, or in part from time to time on any \_\_\_\_\_ 1 or \_\_\_\_\_ 1 in such order of their maturities as the County may determine, at the redemption prices with respect to each Series 1996 Bond, expressed as a percentage of principal amount of the Series 1996 Bond to be redeemed, as set forth below, together, in each such case with the interest accrued on such principal amount to the date fixed for redemption:

<u>Redemption Period</u> <u>(both dates inclusive)</u>	<u>Redemption</u> <u>Prices</u>
_____ 1, _____ to _____ 30, _____	_____ %
_____ 1, _____ to _____ 30, _____	_____ %
_____ 1, _____ to _____ 30, _____	_____ %
_____ 1, _____ to _____ 30, _____	_____ %

Section 4. Bond Proceeds Fund of 1996. There is hereby created and established the Bond Proceeds Fund of 1996 which fund shall be held by the Custodian appointed pursuant to Section 6 hereof. Withdrawals from the Bond Proceeds Fund of 1996 shall be made by written authorization of the County Supervisor and Chairman of the Council, or his designee. The County hereby authorizes the Custodian to disburse the moneys in the Bond Proceeds Fund of 1996 and to pay such moneys to the persons entitled thereto in accordance with Section 8 hereby and such written authorization.

Section 5. Certain Findings and Determinations. The County hereby finds and determines:

- (a) This Supplemental Ordinance supplements the Ordinance, constitutes and is a "Supplemental Ordinance" within the meaning of such quoted term as defined and used in the Ordinance, and is enacted under and pursuant to the Ordinance.
- (b) The Series 1996 Bonds constitute and are "Bonds" within the meaning of the quoted word as defined and used in the Ordinance.



(c) The Revenues pledged under the Ordinance are not encumbered by any lien and charge thereof or pledge thereof, other than the lien and charge thereon and pledge thereof created by the Ordinance for payment and security of the Bonds and created by the Ordinance enacted by the County Council on June 23, 1988, authorizing the issuance of Bonds.

(d) There does not exist an Event of Default, nor does there exist any condition which, after the passage of time or the giving of notice, or both, would constitute such Event of Default.

(e) The period of usefulness of the System is in excess of thirty-two (32) years.

Section 6. Designation of Custodian of Bond Proceeds Fund of 1996 and Designation of Trustee of Debt Service Fund and Debt Service Reserve Fund. The Council hereby designates \_\_\_\_\_ as Custodian of the Bond Proceeds Fund of 1996. The Council hereby designates \_\_\_\_\_ as Trustee of the Debt Service Fund and the Debt Service Reserve Fund.

Section 7. Sale and Issuance of Series 1996 Bonds; Official Statement. (a) The County hereby finds and determines that the Purchase Contract submitted by \_\_\_\_\_ (the "Purchaser") for the purchase of the Series 1996 Bonds is fair and reasonable and in the best interest of the County; that the Series 1996 Bonds shall be sold to the Purchaser at a purchase price of \$ \_\_\_\_\_ and upon the terms and conditions set forth in said Purchase Contract and upon the basis of the representations therein set forth, and that all conditions precedent to or concurrent with the acceptance of the Purchase Contract by the County have been met. The County hereby accepts the Purchase Contract and authorizes and directs the County Supervisor and Chairman of the Council to execute the Purchase Contract, in substantially the form of Exhibit A attached hereto, and deliver the same to the Purchaser.

(b) The County hereby ratifies the Preliminary Official Statement of the County dated \_\_\_\_\_, 1996, relating to the Series 1996 Bonds.

(c) The County hereby authorizes the Official Statement of the County dated \_\_\_\_\_, 1996, relating to the Series 1996 Bonds substantially in the form of the Official Statement presented at this meeting, with such modifications as the County Supervisor and Chairman of the Council approves; the County Supervisor is hereby authorized and directed to execute copies of the Official Statement and deliver the same to the Purchaser, which execution and delivery shall be conclusive evidence of the approval of any such modifications; and the County hereby authorizes the use of the Official Statement and the information contained therein in connection with the public offering and sale of the Series 1996 Bonds by the Purchaser.

(d) A copy of this Supplemental Ordinance shall be filed with the minutes of this meeting.

(e) The County hereby authorizes and directs all of the officers and employees of the County to carry out or cause to be carried out all obligations of the County under the aforesaid Purchase Contract and to perform such other actions as they shall consider necessary or advisable in connection with the issuance, sale and delivery of the Series 1996 Bonds.

(f) Such persons as the County Supervisor and Chairman of the Council shall designate, may exercise the foregoing powers and duties of the County Supervisor and Chairman of the Council in lieu thereof.

(g) The County hereby authorizes the use of the Ordinance (including this Supplemental Ordinance) and the information contained therein in connection with the public offering and sale of the Series 1996 Bonds by the Purchaser.

Section 8. Disposition of the Proceeds of the Series 1996 Bonds and Certain Other Moneys. The County hereby authorizes the use of the fund, including certificates of deposit, existing for the benefit of the Holders of the Bonds of 1988 to be used to pay the Bonds of 1988 or to be deposited in the Debt Service Reserve Fund. Certificates of deposit may be transferred or assigned to the Trustee and the County Supervisor and Chairman of the Council is hereby empowered to execute and perform all matters necessary to effectuate such transfer or assignment. \_\_\_\_\_ of the proceeds derived from the sale of the Series 1996 Bonds shall be deposited with the Custodian for deposit in the Bond Proceeds Fund of 1996 and \$ \_\_\_\_\_ of the proceeds shall be deposited into the Escrow Fund and used to refund the Series 1988 Bonds.

Accrued interest shall be deposited in the Interest Account in the Debt Service Fund. The certificate of deposit shall be transferred or assigned to the Trustee for credit to the Debt Service Reserve Fund.

Section 9. Redemption of Series 1988 Bonds. The County hereby elects to redeem the outstanding Series 1988 Bonds on \_\_\_\_\_, 19\_\_\_\_, or as soon thereafter as possible.

Section 10. Bonds Designated as Qualified Tax-Exempt Obligations. The County covenants that, in accordance with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), the Series 1996 Bonds are designated as "qualified tax-exempt obligations" as defined in the Code. The County and all subordinate entities thereof do not anticipate to issue more than \$10,000,000 in tax-exempt bonds or other tax-exempt obligations in 1996 other than private activity bonds except for qualified 501(c)(3) bonds. The County represents that the sum of all tax-exempt obligations (other than private activity bonds) issued by the County and all subordinate entities thereof during calendar year 1996 is not reasonably expected to exceed \$10,000,000.

Section 11. Further Actions. The County Supervisor, Clerk and County Attorney are hereby authorized and directed to take and all further actions as shall be deemed necessary or

desirable in order to effectuate issuance of the Series 1996 Bonds pursuant to the Contract of Purchase and to carry out the intentions of this Supplemental Ordinance.

Section 12. Section Headings - Table of Contents. The headings and titles of the several sections hereof shall be solely for convenience of reference and shall not affect the meaning, construction, interpretation or effect of this Supplemental Ordinance.

Section 13. Notices. All notices, certificates or other communications hereunder or under the Ordinance shall be sufficiently given and shall be deemed given when mailed by registered mail, postage prepaid or given when dispatched by telegram addressed as follows:

If to the County:

Oconee County, South Carolina  
208 Booker Drive  
Walhalla, South Carolina 29691  
ATTN: County Supervisor

If to the Trustee:

ATTN:

If to the Custodian of the  
Bond Proceeds Fund of 1996:

ATTN:

The County, the Trustee and any Custodian may, by notice given to the other parties, designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent.

Section 14. Effective Date. This Supplemental Ordinance shall be effective upon its enactment.

Done and adopted by the County Council of Oconee County, South Carolina, this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Norman D. Crain, County  
Supervisor

ATTEST:

\_\_\_\_\_  
Opal O. Greer, Clerk to County Council

Date of First Reading:        March 5, 1996

Date of Second Reading:

Date of Third Reading:

## RESOLUTION

A RESOLUTION MAKING APPLICATION TO THE SOUTH CAROLINA BOARD OF ECONOMIC ADVISORS FOR APPROVAL OF THE EXECUTION BY OCONEE COUNTY, SOUTH CAROLINA, OF ITS LEASE AGREEMENT (BORG-WARNER AUTOMOTIVE POWERTRAIN SYSTEMS CORPORATION PROJECT), PURSUANT TO THE PROVISIONS OF SOUTH CAROLINA CODE ANNOTATED, TITLE 4, CHAPTER 12 (1976), WITH A CAPITAL INVESTMENT PRINCIPAL AMOUNT OF NOT LESS THAN \$30,000,000.

WHEREAS, Oconee County, South Carolina (the "County"), acting by and through its County Council, is authorized and empowered under and pursuant to the provisions of South Carolina Code Annotated, Title 4, Chapter 12 (1976) (the "Act"), to acquire and cause to be acquired properties that are projects under the Act through which the industrial development of the State of South Carolina will be promoted and trade developed by inducing industrial enterprises to locate in and remain in the State of South Carolina and thus utilize and employ the manpower, agricultural products and natural resources of the State; and

WHEREAS, the County is further authorized by the Act to issue a lease agreement, as defined in the Act for the purpose of acquiring the capital investment subject to the Act; and

WHEREAS, the County and Borg-Warner Automotive Powertrain Systems Corporation, a Delaware corporation (the "Tenant"), entered into an Inducement Agreement (the "Inducement Agreement") executed by the Tenant on November 30, 1995, and executed by the County on November 21, 1995, pursuant to which and in order to implement the public purposes enumerated in the Act and in furtherance thereof to comply with the undertakings of the County pursuant to the Inducement Agreement, the County proposes to enter into a lease transaction with an aggregate capital investment amount of not less than \$30,000,000 (the "Lease") under and pursuant to the Act to defray the costs of acquiring by construction and purchase certain land, a building or buildings and other improvements thereon, and machinery, apparatus, equipment, office facilities and furnishings (the "Project") to be located in the jurisdiction of the County and, subject to the approval of the South Carolina Board of Economic Advisors, to lease the Project to the Tenant under and pursuant to the terms of a Lease to be entered into between the County and the Tenant; and

WHEREAS, it is now deemed advisable by the County Council to file with the South Carolina Board of Economic Advisors, in compliance with Section 4-12-30 of the Act, the Petition of the County requesting approval of the proposed financing by the South Carolina Board of Economic Advisors;

NOW, THEREFORE, BE IT RESOLVED by the County Council of Oconee County, South Carolina, as follows:

Section 1. It is hereby found, determined and declared as follows:

(a) The Project will constitute a "project" as said term is referred to and defined in Section 4-12-10 of the Act, and the execution of the Lease for land, buildings, and equipment with a capital investment amount of not less than \$30,000,000 to defray the cost of the Project will subserve the purposes and in all respects conform to the provisions and requirements of the Act.

(b) It is anticipated that the Project will benefit the general public welfare of the County by providing employment for those engaged in construction of the Project, and by providing stability and long term employment for people of the County and adjacent areas when the Project is placed in full operation with a resulting alleviation of unemployment and a substantial increase in payrolls and other public benefits incident to the conduct of industrial operations not otherwise provided locally.

(c) Neither the Project, the Lease proposed to be issued by the County to defray the cost of the Project, nor any documents or agreements entered into by the County in connection therewith will constitute or give rise to a pecuniary liability of the County or a charge against its general credit or taxing power.

(d) The execution of the Lease by the County will defray the cost of the Project.

(e) The Project will be leased by the County to the Tenant upon terms which will require the Tenant, at its own expense, to maintain the Project in good repair and to carry all proper insurance with respect thereto.

(f) The Project will consist of the items described in Exhibits A and B to the Lease.

(g) A reasonable estimate of the cost of the Project including necessary expenses incident thereto is \$30,000,000.

(h) Neither the approvals granted in connection with the Lease nor the request for an approval granted by the South Carolina Board of Economic Advisors have been made in

consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

Section 2. There is hereby authorized and directed the submission on behalf of the County of a Petition requesting the approval of the proposal of the County to execute the Lease by the South Carolina Board of Economic Advisors pursuant to the provisions of Section 4-12-30 of the Act, said Petition, which constitutes and is hereby made a part of this authorizing resolution, to be in substantially the form attached hereto.

Section 3. The Chairman of the County Council of the County be and is hereby authorized and directed to execute said Petition in the name and on behalf of the County; and the Clerk of the County Council be and is hereby authorized and directed to attest the same and thereafter to submit an executed copy of this resolution to the South Carolina Board of Economic Advisors in Columbia, South Carolina.

Section 4. All orders and resolutions and parts thereof in conflict herewith are to the extent of such conflict hereby repealed, and this resolution shall take effect and be in full force from and after its passage and approval.

Passed and approved on March 5, 1996

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Norman D. Crain, Supervisor\Chairman,  
Oconee County, South Carolina

ATTEST:

\_\_\_\_\_  
Opal O. Green, Clerk, County  
Council of Oconee County,  
South Carolina

STATE OF SOUTH CAROLINA )  
 )  
OCONEE COUNTY )

\_\_\_\_\_  
TO THE SOUTH CAROLINA BOARD OF ) P E T I T I O N  
ECONOMIC ADVISORS ) \_\_\_\_\_)

This Petition of Oconee County, South Carolina (the "County"), pursuant to South Carolina Code Annotated, Title 4, Chapter 12 (1976) (the "Act"), and specifically Section 4-12-30 thereof, respectfully shows:

1. The County Council of Oconee County (the "County Council") is the governing body of the County and as such is the "governing board" of the County referred to in the Act.

2. The Act, among other things, empowers the County, subject to obtaining the approval of the South Carolina Board of Economic Advisors, pursuant to Section 4-12-30 of the Act: (i) to acquire, and, in connection with such acquisition, to enlarge, improve and expand, whether by construction, purchase, gift or lease, one or more projects (as defined in the Act) which shall be located within the jurisdiction of the County; (ii) to make available to any industry or industries any or all of its projects for such payments and upon such terms and conditions as the governing board may deem advisable and as shall not conflict with the provisions of the Act; and (iii) to execute a lease agreement, as defined in the Act, for the purpose of defraying the cost of acquiring, by construction and purchase, and in connection with any such acquisition, to enlarge, improve and expand any project and to secure the payment of such lease agreement all as in the Act provided (the "Lease").

3. The County has agreed to assist Borg-Warner Automotive Powertrain Systems Corporation, a Delaware corporation (the "Tenant"), by executing its Lease for the purpose of defraying the cost of acquiring certain facilities located in the County (the "Project") more fully described in Exhibits A and B to the Lease.

4. The County has been advised by the Tenant that the estimated cost of the Project will be not less than \$30,000,000 and it has requested the County to execute and deliver its Lease (Borg-Warner Automotive Powertrain Systems Corporation Project) in the aggregate capital investment amount of not less than \$30,000,000 to defray such costs.

5. Pursuant to Section 4-12-30 of the Act, the County Council has made the requisite findings that: (i) the Project will subserve the purposes of the Act; (ii) it is anticipated that the Project will benefit the general public welfare of the County by providing employment



and other public benefits not otherwise provided locally; (iii) the Project will give rise to no pecuniary liability of the County or a charge against its general credit or taxing power; (iv) the principal amount of the Lease required to finance the Project is expected to be not less than \$30,000,000; (v) the terms under which the Project is to be leased to the Tenant provide that the Tenant shall maintain the Project and carry all proper insurance with respect thereto, and as a part of the proceedings of the County, the County Council will make the requisite finding as to the amount necessary in each year to pay the principal and the interest on the Lease proposed to be issued to defray the cost of the Project.

6. Pursuant to Section 4-12-30 of the Act, the County sets forth the following information:

(a) The Project, described in detail on Exhibits A and B to the Lease consists of land, a building or buildings and other improvements thereon and certain machinery, apparatus, equipment, office facilities and furnishings to be used for the purpose of the production of automotive parts. It is anticipated that, upon completion, the Project will provide stability and long term employment for people of the County and neighboring areas and that the Project will provide stimulation to the economy of the County and neighboring areas thereto by increased payrolls, capital investment and tax revenues.

(b) It is estimated that the cost of the Project, including the items of cost authorized in the Act, will be not less than \$30,000,000.

(c) Copies of the Lease are available from the County. The following summary of terms is in no wise intended to affect or alter the actual terms of the documents themselves:

(i) The proposed Lease between the Tenant and the County provides in general:

(A) The Tenant will transfer ownership of land, a building or buildings and other improvements thereon and certain machinery, apparatus, equipment, office facilities and furnishings to be used for the purpose of the manufacture of automotive parts to the County.

(B) The Tenant obligates itself to meet the payments of Basic Rent, Additional Rent and Fees in Lieu of Taxes (all defined in the Lease) on the Lease as the same become due; and to pay the cost of maintaining and insuring the Project to the extent and in the manner provided in the Lease.

(C) The County does not incur any pecuniary liability or charge upon its general credit or taxing powers.

7. The approvals granted in connection with the Lease by the South Carolina Board of Economic Advisors or the court have not been made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

Upon the basis of the foregoing, the County respectfully prays that the South Carolina Board of Economic Advisors (i) accept the filing of this Petition and the documents submitted herewith, (ii) make such investigation as it deems advisable, (iii) if it finds that the Project is intended to promote the purposes of the Act and may be reasonably anticipated to effect such result, that it approve the Project and the execution and delivery of the Lease by the County pursuant to the Act to defray the cost of the Project (including changes in any details of the said financing as finally consummated which do not materially affect the undertaking of the County), and (iv) give published notice of its approval in the manner set forth in Section 4-12-30 of the Act.

Respectfully submitted,

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Norman D. Crain, Supervisor\Chairman,  
Oconee County, South Carolina

ATTEST:

\_\_\_\_\_  
Opal O. Green, Clerk, County  
Council of Oconee County,  
South Carolina

Dated: March 5, 1996

## RESOLUTION

A RESOLUTION MAKING APPLICATION TO THE STATE BUDGET AND CONTROL BOARD OF SOUTH CAROLINA FOR APPROVAL OF THE ISSUANCE BY OCONEE COUNTY, SOUTH CAROLINA, OF A SPECIAL SOURCE REVENUE BOND (BORG-WARNER AUTOMOTIVE POWERTRAIN SYSTEMS CORPORATION PROJECT), PURSUANT TO THE PROVISIONS OF SOUTH CAROLINA CODE ANNOTATED, TITLE 4, CHAPTER 29 (1976), AS AMENDED, IN THE PRINCIPAL AMOUNT OF NOT EXCEEDING \$1,250,000.

WHEREAS, Oconee County, South Carolina (the "County"), acting by and through its County Council, is authorized and empowered under and pursuant to the provisions of South Carolina Code Annotated, Title 4, Chapter 29 and Section 4-1-175 (1976), as amended (collectively the "Act"), to issue special source revenue bonds whereby the industrial development of the State of South Carolina will be promoted and trade developed by inducing industrial enterprises to locate in and remain in the State of South Carolina and thus utilize and employ the manpower, agricultural products and natural resources of the State; and

WHEREAS, the County is further authorized by the Act to issue special source revenue bonds, as provided in the Act, secured and payable from all or a part of that portion of revenues which the County is entitled to retain pursuant to the agreement required by Section 4-1-170 and for the purposes set forth in Section 4-29-68; and

WHEREAS, the County and Williamsburg County have entered into an Agreement for Development for Joint County Industrial Park (the "Park Agreement") dated July 25, 1994 and amended on December 6, 1994, pursuant to Section 13 of Article VIII of the Constitution of the State and Section 4-1-170 in order to implement the public purposes enumerated in the Act; and

WHEREAS, in furtherance thereof, the County proposes to issue, subject to the approval of the State Budget and Control Board of South Carolina, its Special Source Revenue Bond (Borg-Warner Automotive Powertrain Systems Corporation Project), Series 1996 (the "Bond") in the aggregate principal amount of not exceeding \$1,250,000 to defray the costs of designing, acquiring, constructing, improving or expanding infrastructure, as defined in Section 4-29-68(A)(2) (the "Project") in order to induce Borg-Warner Automotive Powertrain Systems Corporation (the "Company") to locate an industrial facility in the industrial park (the "Park") established pursuant to the Park Agreement; and

WHEREAS, it is now deemed advisable by the County Council to file with the State Budget and Control Board of the State of South Carolina, in compliance with Section 4-29-140 of the Act, the Petition of the County requesting approval by the State Budget and Control Board of the proposed issuance of Bond;

NOW, THEREFORE, BE IT RESOLVED by the County Council of Oconee County, South Carolina as follows:

Section 1. It is hereby found, determined and declared as follows:

(a) The proceeds of the Bond will be used to defray the cost of the Project and the issuance of the Bond in the principal amount of not exceeding \$1,250,000 to defray the cost of the Project and the cost of issuance and capitalized interest will subserve the purposes and in all respects conform to the provisions and requirements of the Act applicable to the Bond.

(b) It is anticipated that the Project will benefit the general public welfare of the County by providing employment for those engaged in construction of the Project and the new industrial facility of the Company, and by providing additional permanent employment for approximately One Hundred Sixty (160) people from the County and adjacent areas when the Project is placed in full operation with a resulting alleviation of unemployment and a substantial increase in payrolls and other public benefits incident to the conduct of industrial operations not otherwise provided locally.

(c) Neither the Project, the Bond proposed to be issued by the County to defray the cost of the Project, nor any documents or agreements entered into by the County in connection therewith will constitute or give rise to a pecuniary liability of the County or a charge against any of its general credit or taxing power.

(d) The issuance of the Bond by the County in the principal amount of not exceeding \$1,250,000 will be required to defray the cost of the Project and induce the Company to locate in the Park.

(e) Any portion of the Project to be made available to the Company will be leased by the County to the Company upon terms which will require the Company, at its own expense, to maintain such portion of the Project in good repair and to carry all proper insurance with respect thereto.

(f) Any portion of the Project to be leased by the County to the Company shall contain a provision requiring the Company to make payments in lieu of taxes to the County or other political subdivision or unit wherein the Project will be located in such amounts as would result from taxes levied on the Project by such entities if the Project were owned by the Company but with appropriate reductions similar to the tax exemption if any, which would be offered to the Company if it were owner of the Project.

(g) The amount necessary in each year to pay the principal of and interest on the Bond is set forth in an Ordinance to be adopted by the County; and

(h) The approvals granted in connection with the Bond have not been made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

Section 2. There be and is hereby authorized and directed the submission on behalf of the County, a Petition requesting the approval by the State Budget and Control Board of the proposal of the County to issue the Bond pursuant to the provisions of Section 4-29-140 of the Act, said Petition, which constitutes and is hereby made a part of this authorizing resolution, to be in substantially the form attached hereto.

Section 3. The Chairman of the County Council and the Administrator of the County is hereby authorized and directed to execute said Petition in the name and on behalf of the County; and the Clerk of the County Council is hereby authorized and directed to attest the same and thereafter to submit an executed copy of this resolution to the State Budget and Control Board in Columbia, South Carolina.

Section 4. All orders and resolutions and parts thereof in conflict herewith are to the extent of such conflict hereby repealed, and this resolution shall take effect and be in full force from and after its passage and approval.

Passed and approved March 5, 1996.

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Norman D. Crain, Supervisor\Chairman,  
Oconee County, South Carolina

ATTEST:

\_\_\_\_\_  
Opal O. Green, Clerk, County  
Council of Oconee County,  
South Carolina

STATE OF SOUTH CAROLINA )  
 )  
OCONEE COUNTY )

\_\_\_\_\_  
TO THE STATE BUDGET AND CONTROL )  
 ) P E T I T I O N  
BOARD OF SOUTH CAROLINA ) \_\_\_\_\_)

This Petition of Oconee County, South Carolina (the "County"), pursuant to South Carolina Code Annotated, Title 4, Chapter 29 and Section 4-1-175 (1976), as amended (collectively the "Act"), and specifically Section 4-29-140 thereof, respectfully shows:

1. The County Council of Oconee County, South Carolina (the "County Council") is the governing body of the County and as such the "governing board" of the County referred to in the Act.

2. The Act, among other things, empowers the County, subject to obtaining the approval of the State Budget and Control Board, pursuant to Section 4-29-140 of the Act to issue special source revenue bonds for the purpose of defraying the cost of designing, acquiring, constructing, improving or expanding infrastructure as defined in Section 4-29-68(A)(2) and to secure the payment of such bonds from payments in lieu of taxes pursuant to a multi-county industrial park agreement received and retained by the County and Williamsburg County under Section 4-29-60, Section 4-29-67 or Section 13 of Article VIII of the Constitution of the State.

3. The County has agreed to assist Borg-Warner Automotive Powertrain Systems Corporation (the "Company"), by issuing its special source revenue bonds for the purpose of defraying the cost of designing, acquiring, constructing, improving or expanding certain infrastructure as defined in Section 4-29-68(A)(2) (the "Project").

4. The County has determined that the estimated cost of the Project will be not exceeding \$1,250,000 and desires to execute and deliver its Special Source Revenue Bond (Borg-Warner Automotive Powertrain Systems Corporation Project) (the "Bond") in the aggregate principal amount of not exceeding \$1,250,000 to defray such costs of the Project.

5. Pursuant to Section 4-29-60 of the Act, the County Council has made the requisite findings that: (i) the Project will subserve the purposes of the Act; (ii) it is anticipated that the Project will benefit the general public welfare of the County by providing employment and other public benefits not otherwise provided locally; (iii) the Project will give rise to no pecuniary liability of the County or a charge against its general credit or taxing power; (iv) the

principal amount of the Bond required to finance the Project is expected to be not exceeding \$1,250,000; (v) the County may establish a reserve fund in connection with the retirement of the proposed Bond and the maintenance of the Project; (vi) the terms under which the Project is to be made available to the Company provide that the Company shall maintain the Project and carry all proper insurance with respect thereto, and as a part of the proceedings of the County, the County Council will make the requisite finding as to the amount necessary in each year to pay the principal and the interest on the Bond proposed to be issued to defray the cost of the Project; and (vii) any portion of the Project to be leased by the County to the Company shall contain a provision requiring the Company to make payments in lieu of taxes to the County or other political subdivision or unit wherein the Project will be located in such amounts as would result from taxes levied on the Project by such entities if the Project were owned by the Company but with appropriate reductions similar to the tax exemption if any, which would be offered to the Company if it were owner of the Project as may be otherwise provided by South Carolina Code of Laws, 1976, Section 4-12-10.

6. Pursuant to Section 4-29-140 of the Act, the County set forth the following information:

(a) The Project, will include land acquisition, security financing, capitalized interest, costs of issuance and other related infrastructure to be owned or controlled by the County. It is anticipated that, upon completion, the Project will result in the establishment of an industrial facility of the Company which will provide directly 160 additional full-time jobs in the County and neighboring areas and that the facility will provide stimulation to the economy of the County and neighboring areas thereto by increased payrolls, capital investment and tax revenues. The issuance of the bonds for the Project has induced the Company to locate its facility in the County.

(b) It is estimated that the cost of the Project, including the items of cost authorized in the Act, will be not exceeding \$1,250,000.

(c) Copies of the Master Ordinance, Supplemental Ordinance and any proposed Lease Agreement between the County and the Company (the "Lease Agreement") are available from the County. The following summary of their terms is in no wise intended to affect or alter the actual terms of the documents themselves:

(i) If any portion of the Project is leased to the Company, the proposed Lease Agreement by and between the Company and the County will provide in general:

(A) Proceeds derived from the placement of the Bond will be used and applied by the County for the payment of the costs of infrastructure (as that term is defined in the Act) incident to the acquisition, by construction and purchase, of the Project.

(B) The Company obligates itself to pay the cost of maintaining and insuring the Project to the extent and in the manner provided in the Lease Agreement.

(C) The County does not incur any pecuniary liability or charge upon its general credit or taxing powers.

(D) The Company agrees to make payments in lieu of taxes in accordance with Sections 4-29-60 and 4-29-67 of the Act and Article VIII, Section 13 of the South Carolina Constitution.

(ii) The proposed Master Ordinance and Supplemental Ordinance to be adopted by the County provide in general:

(A) An irrevocable pledge and assignment for the benefit of the purchaser of the Bond or its assigns as holder of the Bond of the County's right, title and interest in and to payments in lieu of taxes to be received by the County under the Agreement for Development for Joint County Industrial Park (the "Park Agreement") between the County and Williamsburg County dated July 24, 1994 and amended on December 6, 1994.

(B) The terms of the Bond, the provisions for exchange and transfer of the Bond, the prepayment provisions, the means of disbursement, default provisions and remedies therefor and various other matters relating to the Bond.

(C) The adoption of the Master Ordinance and Supplemental Ordinance or the execution of the Park Agreement and any lease agreement between the Company and the County imposes no pecuniary liability on the County and does not create a charge upon the general credit or taxing power of the County.

7. The approvals granted in connection with the Bond have not been made in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any political campaign.

8. The Project is located in a joint county industrial/business park as defined in Section 4-1-170 and authorized under Section 13 of Article VIII of the Constitution of this State.

Upon the basis of the foregoing, the County respectfully prays that the State Budget and Control Board (i) accept the filing of this Petition and the documents submitted herewith, (ii) make such investigation as it deems advisable, (iii) if it finds that the Project is



intended to promote the purposes of the Act and may be reasonably anticipated to effect such result, that it approve the Project and the execution and delivery of the Bond by the County pursuant to the Act to defray the cost of the Project (including changes in any details of the said financing as finally consummated which do not materially affect the undertaking of the County), and (iv) give published notice of its approval in the manner set forth in Section 4-29-140 of the Act.

Respectfully submitted,

OCONEE COUNTY, SOUTH CAROLINA

By: \_\_\_\_\_  
Norman D. Crain, Supervisor\Chairman,  
Oconee County, South Carolina

ATTEST:

\_\_\_\_\_  
Opal O. Green, Clerk, County  
Council of Oconee County,  
South Carolina

2/28/96 Additional Solid Waste Department Lease Purchase  
Requests:

\$20,000 Tractor  
Mid Mount Mower To maintain the MRF & Landfill.  
4" Bush Hog

\$16,000 Fork Lift To load bales onto trucks.

\$80,000 Roll Off Truck and Hoist

\$21,000 20 Yard Opentop Roll Off Containers For The MRF  
Six (6) containers are needed for Solid Waste

\$10,500 20 Yard Opentop Roll Off Containers For PRT  
Three (3) containers are needed for PRT

\$147,500 Total

# OCONEE COUNTY PURCHASING DEPARTMENT

Mailing:  
208 Booker Drive  
Walhalla, S.C. 29691

201 West Main Street  
Walhalla, SC 29691

Purchasing Agent  
Marianne A. Dillard

**TO:** County Council Members  
**FROM:** Marianne Dillard *MAD*  
**DATE:** March 5, 1996  
**SUBJECT:** County Auction

Attached is a list of some of the surplus items that have been turned over to this department for disposal. Since we have not been able to hold an auction for some time now and we have accumulated quite a large amount of items, I plan to hold two auctions this spring. This list is for the first auction only.

I respectfully request that I be allowed to sell these items attached at the first public auction. I would like to hold this auction on Saturday, April 20, 1996 beginning at 10:00 a.m. at the County Camp. A rain date would be April 27, 1996.

I hope this request will meet with your approval.

MAD:jjp

Attachment

Telephone  
(803)638-4141

Fax  
(803)638-4142

LISTING OF SURPLUS PROPERTY					
DATE: 03-01-96					
ITEM #	DESCRIPTION OF ITEM	SERIAL NUMBER	COUNTY INVENTORY #	PRESENT LOCATION	OF ITEM
1	1981 FORD CRVI (100.08)	1FABP31F6BU127863	04311	CAMP	
2	1984 FORD CRVI (100.12)	2FABP43GOEX179112	02902	CAMP	
3	1984 FORD CRVI (100.15)	2FABP43G9EX179108	02904	CAMP	
4	1985 FORD CRVI (100.18)	2FABP43GOFX216824	03522	CAMP	
5	1986 FORD CRVI (100.23)	2FABP43G5GX205495	04209	CAMP	
6	1989 FORD CVI (101.17)	2FABP72G9KX161965	05406	CAMP	
7	1987 FORD CRVI (101.47)	2FABP72G6HX204845	04212	CAMP	
8	1968 CHEV C10 (102.04)	CS148T129134	04426	CAMP	
9	1978 CHEV C10 (102.06) ROAD DEPT	CCD148A132737		CAMP	
10	1974 CHEV C10 (102.17)	CCV144A161071	01299	CAMP	
11	1981 FORD F100 (102.25)	1FTDF10F7BNA42472	02224	CAMP	
12	1970 DODG D200 (102.33)	D21BE1S328460	03261	CAMP	
13	1972 FORD F350 (105.05) W/LINCOLN WELDER	F37YCP11653	06273	CAMP	
14	1981 FORD F350 (105.10)	1FDJF37G68NA92109	04432	CAMP	
15	1974 FORD F350 (105.11)	F37YEU44672	00869	CAMP	
16	1979 FORD F600 (110.12)	F61CVFCO488	02552	CAMP	
17	1979 FORD F600 (110.13)	F61CVFCO486	02228	CAMP	
18	1979 FORD F600 (110.14)	F61CVFCO487	02551	CAMP	
19	1968 DODG (OAK 3R)	2261866776	03862-R	CAMP	
20	1952 WILL JEEP (SAL 1R)	17929	03888-R	CAMP	
21	1952 DODG (SEN 1R)	80040907	01864-R	CAMP	
22	1970 FORD VAN (WEST 1R)	E35GHG372377	01934-R	CAMP	
23	1967 DODG (WES 3R)	2261754160	01924-R	CAMP	
24	1975 FORD F350 (105.01) MP OR PUB BLDG	F37YUX41055		CAMP	
25	1986 FORD CV (101.42)	2FABP43XGX205427	04206	CAMP	
26	1989 FORD MUSTANG (101.76)	1FABP40E1KF195703	04781	CAMP	
27	1985 CHEV S10 (102.29) PRT	1GCBS14E5F2223226		CAMP	
28	1977 CHEV C10 (102.09)	CCD147A128838	04979	CAMP	
29	1977 CHEV BUS (500.01)	CPL3273317216	05799	CAMP	
30	1974 DODG VAN (102.38)	B11AE4X003309	01863-R	CAMP	
31	1967 JEEP KAISER	17568	00647	CAMP	
32	JEEP		03861	CAMP	
33	1982 FORD LTD STATIONWAGON	2FABP37F6CB149926	CG20435	CAMP	
34	REFRIGERATOR-PHILCO	2VP103015	03250	CAMP	

ITEM #	DESCRIPTION OF ITEM	SERIAL NUMBER	COUNTY INVENTORY #	LOCATION OF ITEM
35	REFRIGERATOR-KENMORE	68701	02454	CAMP
36	X-RAY FILE CABINET		02499	CAMP
37	TYPEWRITER-IBM	658118	02383	CAMP
38	DESK-METAL W/RETURN		02339	CAMP
39	ADDING MACHINE			CAMP
40	STERILIZER, AUTOCLAVE		02480	CAMP
41	INTERCOM/PARTS, BOGEN		02335	CAMP
42	LAMINATOR		NO TAG	CAMP
43	CASH DRAWER		02351	CAMP
44	CASH DRAWER		02318	CAMP
45	ICE MACHINE-SCOTSMAN	987710-07H	04473	CAMP
46	4 ROOF VENTS FROM LIBRARY		NO TAG	CAMP
47	A/C CARRIER	Q479879	02732	CAMP
48	A/C UNIT, CENTRAL, LENNOX		NO TAG	CAMP
49	BLOWER FOR A/C UNIT		NO TAG	CAMP
50	BLACK VENTS FROM LIBRARY		NO TAG	CAMP
51	BLACK VENTS FROM LIBRARY		NO TAG	CAMP
52	UTILITY VAN SEATS, BROWN		NO TAG	CAMP
53	GARAGE DOORS		NO TAG	CAMP
54	LIGHT		2290	CAMP
55	SCALES		02483	CAMP
56	ADDING MACHINE		NO TAG	CAMP
57	HYDROFLAME		02500	CAMP
58	X-RAY MACHINE, HALSEY		02248	CAMP
59	X-RAY FILE, BLACK CASE		NO TAG	CAMP
60	ADDING MACHINE, BURROUGH		02350	CAMP
61	ADDING MACHINE, BROWN		02351	CAMP
62	PORTABLE BREATHING MACH.	BRIGHT GREEN	NO TAG	CAMP
63	TYPEWRITER, IBM,ELECTRIC			CAMP
64	PROJECTOR, RCA		2266	CAMP
65	COPIER, 536 3M		02327	CAMP
66	MIMEOGRAPH MACHINE SUPPLIES (8 BOXES)		NO TAG	CAMP
67	LAMINATING FILM (6 BOXES)		NO TAG	CAMP
68	ADDING MACHINE, NCR		02451	CAMP
69	DRAFTING BOARD		NO TAG	CAMP
70	TYPEWRITER, IBM ELECTRIC		2113	CAMP
71	TYPEWRITER STAND			CAMP
72	SHELF, METAL, OVER DESK		NO TAG	CAMP
73	LOT - CHAINSAWS & PARTS, CANABALIZED	HOMELITE & STIHL	SEVERAL	CAMP
74	GAS BOY KEY SYSTEM W/KEYS		NO TAG	CAMP

ITEM #	DESCRIPTION OF ITEM	SERIAL NUMBER	COUNTY INVENTORY #	LOCATION OF ITEM
75	PRINTER, EPSON FX286	Q5Q56353	04334	CAMP
76	RECORDER, PANASONIC			CAMP
77	4 TRASH RECEPTACLES		NO TAG	CAMP
78	BOOKCHARGER		03325	CAMP
79	BOOKCHARGER		04363	CAMP
80	BOOKCHARGER			CAMP
81	BOOKCHARGER			CAMP
82	BOOK RETURN			CAMP
83	FILE CABINET, 12 DRAWER		00410	CAMP
84	FILE CABINET, 18 DRAWER		00401	CAMP
85	NEWSPAPER RACK		754	CAMP
86	WATER COOLER, WESTINGHOUSE			CAMP
87	SHOP VAC, HOOVER			CAMP
88	FILE CABINET, 24 DRAWER			CAMP
89	FILE CABINET, 36 DRAWER		00402	CAMP
90	FILE CABINET, 36 DRAWER		01330	CAMP
91	FILE CABINET, 36 DRAWER		01346	CAMP
92	WATER COOLER, HALSEY TAYLOR		NO TAG	CAMP
93	DESK, WOODEN		02604	CAMP
94	DESK, WOODEN			CAMP
95	DESK, WOODEN			CAMP
96	TYPEWRITER, IBM SELECTRIC	26345339	00208	CAMP
97	CALCULATOR, SHARPE, ELECTRIC			CAMP
98	SECURITY SYSTEM, AMERICAN SENTRY		NO TAG	CAMP
99	EPSON KEYBOARD, MONITOR, DRIVE	3670153	04981	CAMP
100	LAWN MOWER, WIZARD 22		NO TAG	CAMP
101	WEEDEATER, McCULLOCK		NO TAG	CAMP
102	LOT - BALLOT BOXES, METAL, LARGE			CAMP
103	LOT - BALLOT BOXES, METAL, SMALL			CAMP
104	LOT - BALLOT BOXES, WOODEN			CAMP
105	DRAFTING TABLE, WOOD			CAMP
106	PRINTER, OKIDATA	50704	01369	CAMP
107	TYPEWRITER, IBM SELECTRIC II	26-2954213	00890	CAMP
108	ADDING MACHINE, ROCKWELL		00597	CAMP
109	CALCULATOR, VICTOR	810-38979000	06184	CAMP
110	CALCULATOR, VICTOR	12286369	01005	CAMP
111	LOT - TELEPHONES		NO TAG	CAMP
112	CALCULATOR, VICTOR 12PD			CAMP
113	CALCULATOR, VICTOR 12PD			CAMP
114	ADDING MACHINE, REMINGTON	41012-10	02512	CAMP

ITEM #	DESCRIPTION OF ITEM	SERIAL NUMBER	COUNTY INVENTORY #	LOCATION OF ITEM
115	CALCULATOR, VICTOR 12PD			CAMP
116	CALCULATOR, SHARPE			CAMP
117	CALCULATOR, APF			CAMP
118	DICTAPHONE WITH MICROPHONE			CAMP
119	ANSWERING SYSTEM, AT&T			CAMP
120	MONITOR, SAMSUNG			CAMP
121	COUNTER TOP, WOODEN		00330	CAMP
122	LOT - SHELVING		00178	CAMP
123	INDEX FILES, WRIGHTLINE (4 PCS)			CAMP
124	FILE CABINET, 10 DRAWER			CAMP
125	A/C UNIT, GE, WINDOW			CAMP
126	A/C UNIT, GE, WINDOW			CAMP
127	DESK, METAL, GREY, DOUBLE PEDESTAL			CAMP
128	DESK, METAL, GREEN			CAMP
129	COMPUTER, KEYBOARD, IBM		04227	CAMP
130	COPIER, MINOLTA EP310	16115567	02586	CAMP
131	A/C UNIT, WILLAMSON, OUTSIDE (2PC)			CAMP
132	FILE CABINET, 2 DRAWER		00389	CAMP
133	DESK, METAL, BEIGE			CAMP
134	PRINTER, IBM	007D619	04228	CAMP
135	FILE CABINET, 10 DRAWER		00794	CAMP
136	WATER COOLER, HANDICAPP			CAMP
137	DISPLAY CABINET		02792	CAMP
138	TYPEWRITER, IBM SELECTRIC	26676951	02067	CAMP
139	TYPEWRITER, IBM SELECTRIC		02111	CAMP
140	COPIER, CANON 516	429372	00271	CAMP
141	WASHING MACHINE, KENMORE		03783	CAMP
142	DRYER, KENMORE		04789	CAMP
143	RECORDING SYSTEM (RACK ENCLOSURE)		04841	CAMP
144	RECORDING SYSTEM (RACK ENCLOSURE)		04226	CAMP
145	CHAIR, METAL & GREEN		00514	CAMP
146	HEATER, ELECTRIC			CAMP
147	HEATER, GAS, MONOGRAM			CAMP
148	DRILL, ELECTRIC, MAKITA			CAMP
149	BATTERY CHARGER		01178	CAMP
150	A/C UNIT, WESTINGHOUSE, WINDOW			CAMP
151	BOOK RETURN, WOODEN			CAMP
152	WEED EATER, WEEDY		NO TAG	CAMP
154	REFRIGERATOR, NORGE		02158	CAMP
155	CHAIRS, FOLDING METAL (3)			CAMP

ITEM #	DESCRIPTION OF ITEM	SERIAL NUMBER	COUNTY INVENTORY #	LOCATION OF ITEM
156	CHAIR, SECRETARY		04418	CAMP
157	LOT - RADIO EQUIPMENT (MISC. PARTS)			CAMP
158	VACUUM CLEANER, ELECTROLUX			CAMP
159	CARD FILE, CARD CATALOG	LIBRARY		CAMP
160	LOT - WIRE FILTERS			CAMP
161	A/C UNIT, INTERTHERM, OUTSIDE			CAMP
162	MOTOR, RELIANCE SN466215-C2			CAMP
163	LOT - STORM WINDOWS	ECONOMIC DEVEL.		CAMP
164	CHAIR		02527	CAMP
165	CHAIR		03125	CAMP
166	CHAIR, SWIVEL, SALMON		NO TAG	CAMP
167	CHAIR, SWIVEL, GREEN		NO TAG	CAMP
168	CHAIR, SWIVEL, GREEN		NO TAG	CAMP
169	CHAIR, SWIVEL, SALMON		NO TAG	CAMP
170	CHAIR, SWIVEL, CLOTH, TAN		NO TAG	CAMP
171	CHAIR, SWIVEL, GREEN		02526	CAMP
172	CHAIR, SWIVEL, GREEN		NO TAG	CAMP
173	SCRAP METAL PILE		NO TAG	CAMP
174	LOT - REVOLVING LIGHTS		NO TAG	CAMP
175	LOT - SEALS		NO TAG	CAMP
176	LOT - FILTERS & BRAKE LININGS		NO TAG	CAMP
177	LOT - GASKETS & HOSES		NO TAG	CAMP
178	LOT - MISC NUTS & BOLTS		NO TAG	CAMP
179	LOT - BUSHINGS, SWITCHES, BEARING		NO TAG	CAMP
180	LOT - WASHERS, SPRINGS, SWITCHES		NO TAG	CAMP
181	LOT - CYLINDER LINER, SPARK PLUGS		NO TAG	CAMP
182	LOT - MISC FIAT & FORD PARTS		NO TAG	CAMP
183	STEAM JENNY		NO TAG	CAMP



**SOUTH CAROLINA  
EMERGENCY PREPAREDNESS DIVISION  
1429 Senate Street  
Columbia, SC 29201**

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**GRANT AWARD**

**SUB-GRANTEE: Oconee County Emergency Preparedness Agency**

**PROGRAM NAME: State & Local Assistance**

**GRANT PERIOD: 10/01/95 - 09/30/96**

**DATE OF AWARD: February 15, 1996**

**CFDA No.: 83.534**

**AMOUNT OF AWARD: \$8,190.54**

**GRANT NO: EMA-96-PA-1082**

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Under the Federal Emergency Management Agency Agreement No. EMA-96-PA-1082, the South Carolina Emergency Preparedness Division, Office of the Adjutant General, hereby awards to the aforementioned Sub-Grantee, a federal grant in the amount shown above, for the projects specified in the State and Local Assistance Program application. This grant is subject to the terms and conditions set forth in the application.

The grant shall become effective, as of the date of award and upon return of an original signed copy of this document by the Sub-Grantee's designated official(s), to the South Carolina Emergency Preparedness Division. This award must be accepted within thirty (30) days from the above date. It is agreed that quarterly and other reports, as required by the South Carolina Emergency Preparedness Division, must be submitted in accordance with the Terms and Conditions of the award.



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Stan M. McKinney, Director  
South Carolina Emergency  
Preparedness Division, Office of the  
Adjutant General

*Acceptance for the Sub-Grantee:*



*Signature of County Administrator/Manager*

3/11/96  
*Date*

**SOUTH CAROLINA  
EMERGENCY PREPAREDNESS DIVISION  
1429 Senate Street  
Columbia, SC 29201**

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**GRANT AWARD**

**SUB-GRANTEE:** Oconee County Emergency Preparedness Agency

**PROGRAM NAME:** State & Local Assistance

**GRANT PERIOD:** 10/01/95 - 09/30/96

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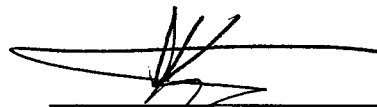
**GRANT NO:** EMA-96-PA-1082

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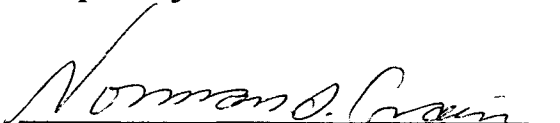
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\_\_\_\_\_  
Stan M. McKinney, Director  
South Carolina Emergency  
Preparedness Division, Office of the  
Adjutant General

*Acceptance for the Sub-Grantee:*

  
\_\_\_\_\_  
*Signature of County Administrator/Manager*

3/11/96  
\_\_\_\_\_  
*Date*

**CERTIFICATION BY PROJECT DIRECTOR**  
(County EPD Director/Coordinator)

I certify that I understand and agree to comply with the general and fiscal provisions of this grant application including the terms and conditions; to comply with provisions of the regulations governing these funds and all other federal and state laws; that all information presented is correct; that there has been appropriate coordination with affected agencies; that I am duly authorized by the Applicant to perform the tasks of Project Director as they relate to the requirements of this grant application; that costs incurred prior to Grantee approval may result in the expenditures being absorbed by the Sub-grantee; and, that the receipt of these grant funds through the Grantee will not supplant state or local funds.

Name: Henry H. Gordon, Jr. Title: Director  
(Please Print or Type)  
Agency: Coonee County Address: 208 Booker Drive  
Emergency Preparedness Walhalla, SC 29691  
Phone Number: (803) 638-4200  
Signature: *Henry H. Gordon, Jr.* Date: 11-06-95 Bonded: Yes,  No

**CERTIFICATION BY OFFICIAL AUTHORIZED TO SIGN**  
(County Administrator/Manager)

I certify that I understand and agree to comply with the general and fiscal provisions of this grant application including the terms and conditions; to comply with provisions of the regulations governing these funds and all other federal and state laws; that all information presented is correct; that there has been appropriate coordination with affected agencies; that I am duly authorized by the Applicant to perform the tasks of Project Director as they relate to the requirements of this grant application; that costs incurred prior to Grantee approval may result in the expenditures being absorbed by the Sub-grantee; and, that the receipt of these grant funds through the Grantee will not supplant state or local funds.

Name: Norman D. Crain Title: Supervisor/Chairman  
(Please Print or Type)  
Agency: Coonee County Address: 208 Booker Drive  
Walhalla, SC 29691  
Phone Number: (803) 638-4242  
Signature: *Norman D. Crain* Date: 11/06/95 Bonded: Yes,  No

FEDERAL EMERGENCY MANAGEMENT AGENCY  
SUMMARY SHEET FOR ASSURANCES AND CERTIFICATIONS

O.M.B. No. 3067-02006  
Expires April 30, 1995

FOR  
FY 1996

CCA FOR (Name of State)  
South Carolina Oconee

This summary sheet includes Assurances and Certifications that must be read, signed, and submitted as a part of the Application for Federal Assistance.

An applicant must check each item that they are certifying to:

- Part I  - FEMA Form 20-16A Assurances-Nonconstruction Programs
- Part II  - FEMA Form 20-16B Assurances-Construction Programs
- Part III  - FEMA Form 20-16C Certifications Regarding Lobbying; Debarment, Suspension, and Other Responsibility Matters; and Drug-Free Workplace Requirements
- Part IV  - SF LLL Disclosure of Lobbying Activities (If applicable)

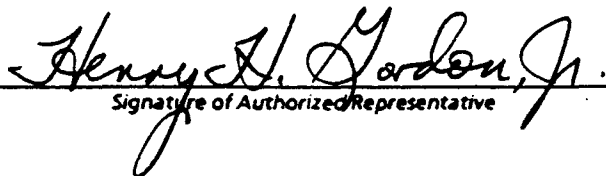
As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the identified attached assurances and certifications.

HENRY H. GORDON, JR.

DIRECTOR

Typed Name of Authorized Representative

Title

  
Signature of Authorized Representative

November 6, 1995

Date Signed

**NOTE:** By signing the certification regarding debarment, suspension, and other responsibility matters for primary covered transaction, the applicant agrees that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by FEMA entering into this transaction.

The applicant further agrees by submitting this application that it will include the clause titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion-Lower Tier Covered Transaction," provided by the FEMA Regional Office entering into this covered transaction, without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions. (Refer to 44 CFR Part 17.)

Paperwork Burden Disclosure Notice

"Public reporting burden for this form is estimated to average 1.7 hours per response. The burden estimate includes the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing, reviewing, and maintaining the data needed, and completing and submitting the form. Send comments regarding the accuracy of the burden estimate and any suggestions for reducing the burden to: Information Collections Management, Federal Emergency Management Agency, 500 C Street, SW, Washington, DC 20472; and to the Office of Management and Budget, Paperwork Reduction Project (3067-0206), Washington, DC 20503."

FEDERAL EMERGENCY MANAGEMENT AGENCY  
ASSURANCES-NON-CONSTRUCTION PROGRAMS

**Note:** Certain of these assurances may not be applicable to your project or program. If you have any questions, please contact the awarding agency. Further, certain Federal awarding agencies may require applicants to certify to additional assurances. If such is the case, you will be notified.

As the duly authorized representative of the applicant, I certify that the applicant:

1. Has the legal authority to apply for Federal assistance, and the institutional, managerial and financial capability (including funds sufficient to pay the non-Federal share of project costs) to ensure proper planning, management and completion of the project described in this application.
2. Will give the awarding agency, the comptroller General of the United States, and if appropriate, the State, through any authorized representative, access to and the right to examine all records, books, papers, or documents related to the award; and will establish a proper accounting system in accordance with generally accepted accounting standards or agency directives.
3. Will establish safeguards to prohibit employees from using their positions for a purpose that constitutes or presents the appearance of personal gain.
4. Will initiate and complete the work within the applicable time frame after receipt of approval of the awarding agency.
5. Will comply with the Intergovernmental Personnel Act of 1970 (42 U.S.C. Section 4727-4763) relating to prescribed standards for merit systems for programs funded under one of the nineteen statutes or regulations specified in Appendix A of OPM's Standards for a Merit System of Personnel Administration) 5 C.F.R. 900, Subpart F).
6. Will comply with all Federal statutes relating to nondiscrimination. These include but are not limited to: (a) Title VI of the Civil Rights Act of 1964 (P.L. 88-352) which prohibits discrimination on the basis of race, color, or national origin; (b) Title IV of the Education Amendments of 1972, as amended (20 U.S.C. Sections 1681-1683, and 1685-1686), which prohibits discrimination on the basis of sex; (c) Section 504 of the Rehabilitation Act of 1973, as amended (29 U.S.C. Section 794), which prohibits discrimination on the basis of handicaps; (d) the Age Discrimination Act of 1975, as amended (42 U.S.C. Sections 6101-6107), which prohibits discrimination on the basis of age; (e) the Drug Abuse Office and Treatment Act of 1972; (P.L. 92-255), as amended, relating to nondiscrimination on the basis of drug abuse; (f) the Comprehensive Alcohol Abuse and Alcoholism Prevention, Treatment and Rehabilitation Act of 1970 (P.L. 91-616), as amended, relating to nondiscrimination on the basis of alcohol abuse or alcoholism; (g) Sections 523 and 527 of the Public Health Service Act of 1912 (42 U.S.C. 290-dd-3 and 290-ee-3), as amended, relating to confidentiality of alcohol and drug abuse patient records; (h) Title VIII of the Civil Rights Acts of 1968 (42 U.S.C. Section 3601 et seq.), as amended, relating to nondiscrimination in the sale, rental or financing of housing; (i) any other nondiscrimination provision in the specific statute(s) under which application for Federal assistance is being made; and (j) the requirements of any other nondiscrimination statute(s) which may apply to the application.
7. Will comply, or has already complied, with the requirements of Title II and III of the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (P.L. 91-646) which provide for fair and equitable treatment of persons displaced or whose property is acquired as a result of Federal or Federally-assisted programs. These requirements apply to all interest in real property acquired for project purposes regardless of Federal participation in purchase.
8. Will comply with provisions of the Hatch Act (5 U.S.C. Sections 1501-1508 and 7324-7328) which limit the political activities of employees whose principal employment activities are funded in whole or in part with Federal funds.
9. Will comply, as applicable, with the provisions of the Davis-Bacon Act (40 U.S.C. Sections 276a to 276a-7), the Copeland Act (40 U.S.C. Section 276c and 18 U.S.C. Sections 874), and the Contract Work Hours and Safety Standards Act (40 U.S.C. Sections 327-333), regarding labor standards for federally assisted construction subagreements.
10. Will comply, if applicable with flood insurance purchase requirements of Section 102a of the Flood Disaster Protection Act of 1973 (P.L. 93-234) which requires recipients in a special flood hazard area to participate in the program and to purchase flood insurance if the total cost of insurable construction and acquisition is \$10,000 or more.

FEDERAL EMERGENCY MANAGEMENT AGENCY  
CERTIFICATIONS REGARDING LOBBYING; DEBARMENT, SUSPENSION AND  
OTHER RESPONSIBILITY MATTERS; AND DRUG-FREE WORKPLACE REQUIREMENTS

Applicants should refer to the regulations cited below to determine the certification to which they are required to attest. Applicants should also review the instructions for certification included in the regulations before completing this form. Signature of this form provides for compliance with certification requirements under 44 CFR Part 18, "New Restrictions on Lobbying" and 28 CFR Part 17, "Government-wide Debarment and Suspension (*Nonprocurement*) and Government-wide Requirements for Drug-Free Workplace (*Grants*)." The certifications shall be treated as a material representation of fact upon which reliance will be placed when the Federal Emergency Management Agency (FEMA) determines to award the covered transaction, grant, or cooperative agreement.

### 1. LOBBYING

As required by section 1352, Title 31 of the U.S Code, and implemented at 44 CFR Part 18, for persons entering into a grant or cooperative agreement over \$100,000, as defined at 44 CFR Part 18, the applicant certifies that:

(a) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the making of any Federal grant, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal grant or cooperative agreement;

(b) If any other funds than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or an employee of Congress, or employee of a member of Congress in connection with this Federal grant or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure of Lobbying Activities," in accordance with its instructions;

(c) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subgrants, contracts under grants and cooperative agreements, and subcontracts) and that all subrecipients shall certify and disclose accordingly

Standard Form-LLL "Disclosure of Lobbying Activities" attached.  
(This form must be attached to certification if nonappropriated funds are to be used to influence activities.)

### 2. DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS (DIRECT RECIPIENT)

As required by Executive Order 12549, Debarment and Suspension, and implemented at 44 CFR Part 67, for prospective participants in primary covered transactions, as defined at 44 CFR Part 17, Section 17.510-A.

The applicant certifies that it and its principals:

(a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, sentenced to a denial of Federal benefits by a State or Federal court, or voluntarily excluded from covered transactions by any Federal department or agency;

(b) Have not within a three-year period preceding this application been convicted of or had a civilian judgment rendered against them for commission of fraud or a criminal offense in connection with

obtaining, attempting to obtain, or perform a public (Federal, State, or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;

(c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State, or local) with commission of any of the offenses enumerated in paragraph (1)(b) of this certification; and

(d) Have not within a three-year period preceding this application had one or more public transactions (Federal, State, or local) terminated for cause or default; and

B Where the applicant is unable to certify to any of the statements in this certification, he or she shall attach an explanation to this application

### 3. DRUG-FREE WORKPLACE (GRANTEES OTHER THAN INDIVIDUALS)

As required by the Drug-Free Workplace Act of 1988, and implemented at 44 CFR Part 17, Subpart F, for grantees, as defined at 44 CFR Part 17 Sections 17.615 and 17.620-

A. The applicant certifies that it will continue to provide a drug-free workplace by:

(a) Publishing a statement notifying employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the grantee's workplace and specifying the actions that will be taken against employees for violation of such prohibition;

(b) Establishing an on-going drug free awareness program to inform employees about-

- (1) The dangers of drug abuse in the workplace;
- (2) The grantee's policy of maintaining a drug-free workplace;
- (3) Any available drug counseling, rehabilitation, and employee assistance programs; and
- (4) The penalties that may be imposed upon employees for drug abuse violations occurring in the workplace;

(c) Making it a requirement that each employee to be engaged in the performance of the grant to be given a copy of the statement required by paragraph (a);

(d) Notifying the employee in the statement required by paragraph (a) that, as a condition of employment under the grant, the employee will-

**South Carolina Emergency Preparedness Division  
 FY-96 Cooperative Agreement No. EMA-96-K-1082  
 County Worksheet**

County Oconee Project Director Henry A. Gordon, Jr.

Code	Description	FY-96	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
M-101	Comply with South Carolina Code of Laws, Title 25, Chapter 1, Article 4, and Regulations 58-1, pertaining to Emergency Preparedness.	Projected	X	X	X	X
		Completed				
M-102	Support state in the development of a comprehensive 5 year strategic plan.	Projected				X
		Completed				
M-103	Complete Self-Assessment of local capabilities for the purpose of identifying deficiencies. (Guidance Forthcoming)	Projected		X		
		Completed				
M-104	Develop an All-Hazards Comprehensive Risk Assessment. (Guidance Forthcoming).	Projected				X
		Completed				
M-105	Update local EOP or annexes and submit letter of certification IAW SC Reg 58-1.	Projected		X		
		Completed				
M-106	Develop or update local SOPs, local implementing documents supporting county EOP, IAW SC Reg 58-1.	Projected				X
		Completed				
M-107	Develop Hazard Mitigation Annex to EOP.	Projected				X
		Completed				
M-108	Develop Recovery Annex to EOP.	Projected				X
		Completed				
M-109	Conduct operational equipment tests to maintain alert and warning capability.	Projected	X	X	X	X
		Completed				
M-110	Develop and conduct exercises IAW SC Reg 58-1. Evaluate and critique/report exercises using FEMA form 95-44 (EMERS).	Projected	X			X
		Completed				
M-111	Participate in training, and education courses IAW SC Reg 58-1. Attend conferences, workshops, seminars, presentations & demonstrations as schedule permits.	Projected	X	X		
		Completed				
M-112	Coordinate actual response and recovery to emergencies when required; conduct evaluations to note deficiencies.	Projected	X	X	X	X
		Completed				
M-113	Maintain a 24 hour response capability IAW SC Reg 58-1.	Projected	X	X	X	X
		Completed				
M-114	Prepare and submit annual contract documents to include new year scope of work, budget and staffing pattern.	Projected				X
		Completed				
M-115	Ensure each local jurisdiction is legally bound by signing sub-agreement with state.	Projected	X			
		Completed				
M-116	Prepare and submit quarterly CA activities and financial reports.	Projected	X	X	X	X
		Completed				

**South Carolina Emergency Preparedness Division  
 FY-96 Cooperative Agreement No. EMA-96-K-1082  
 County Worksheet**

County Oconee Project Director Henry A. Gordon, Jr.

Code	Description	FY-96	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
R-201	Develop and disseminate Public Awareness Information that stresses mitigation and an all hazard approach to preparedness.	Projected		X		
		Completed				
R-202	Support and encourage development of building codes, Infrastructure Design Standards, and adequate enforcement capability.	Projected				
		Completed				
R-203	Develop and promote partnerships with organizations (public and private) that have an interest in encouraging mitigation and preparedness activities.	Projected				
		Completed				
R-204	Support state efforts in development of a State Assessment Team (SAT).	Projected				
		Completed				
R205	Maintain and update critical resources list (public & private).	Projected				
		Completed				
R-206	Maintain and update critical facilities list (public & private).	Projected	X			
		Completed				
R-207	Brief and train county and municipal elected officials and key agency heads on emergency management issues.	Projected				
		Completed				
R-208	Conduct operationally oriented training for EOC staff.	Projected				X
		Completed				
R-209	Identify and train damage assessment team.	Projected				
		Completed				
R-210	Identify and train applicant's agent for infrastructure assistance, formerly known as public assistance.	Projected				
		Completed				
R-211	Identify and list local facilities to be used as shelters (consideration should be given to special needs population).	Projected				
		Completed				
R-212	Develop or update memoranda of understanding or mutual aid agreements.	Projected	X			
		Completed				



**South Carolina Emergency Preparedness Division  
 FY-96 Cooperative Agreement No. EMA-96-K-1082  
 County Specific Worksheet**

County Oconee Project Director Henry A. Gordon, Jr.

Code	Description	FY-96	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
CSM-301	FNF and host counties will maintain PR-1 report IAW FEMA PR-1 Memorandum dated Aug. 1987.	Projected	X	X	X	X
		Completed				
CSM-302	FNF and Host counties will conduct training IAW NUREG 0654/FEMA REP 1, Rev 1, paragraphs N and O.	Projected				X
		Completed				
CSM-303	Counties associated with SNF/HRM shipments will attend state/federal REP specific incident training.	Projected				
		Completed				
CSR-304	FNF and host counties will develop nuclear preparedness planning coordination teams.	Projected				X
		Completed				
CSR-305	Inland counties will revise operational procedures to incorporate new Inland Wind Model software capability into hurricane preparedness planning.	Projected				
		Completed				
CSR-306	Coastal conglomerate counties will participate in development of the state hurricane plan.	Projected				
		Completed				

**Optional: County Elective\***

	Submit quarterly reports on IMA activities.	Projected	X	X	X	X
		Completed				
	Participate in Severe Weather Awareness Week.	Projected		X		
		Completed				
	Conduct a functional Hazardous Materials Exercise.	Projected	X			
		Completed				
	Conduct a FNF functional exercise.	Projected				X
		Completed				
		Projected				
		Completed				
		Projected				
		Completed				
		Projected				
		Completed				

\* County may choose to claim credit for an activity not listed.

SOUTH CAROLINA DEPARTMENT OF SOCIAL SERVICES  
POST OFFICE BOX 1520  
COLUMBIA, SOUTH CAROLINA 29202-1520

February 28, 1996

Memorandum

TO: J. Daniel Whitehurst, Jr., Director  
Oconee County DSS

FROM: John A. Brunson, State LAN Manager  
SACWIS Development

*EB for JB  
2/29/96*

SUBJECT: Approval for Proceeding with SACWIS Electrical Retrofitting

This is to notify you that you may proceed with the SACWIS electrical retrofitting for your facility. The contractor should be instructed to issue the bill to the county government. The County DSS office should not be billed for the work.

After the electrical work has been completed, you must forward a copy of the bill to:  
SACWIS Development Project  
3710 Landmark Drive  
Suite 400  
Columbia, SC 29204  
ATTN: State LAN Manager.

Upon receiving a copy of the bill, SACWIS will prepare the appropriate forms to facilitate payment to the County Treasurer. After the check has been issued, SACWIS will forward the check to you. In turn, you will deliver it to the appropriate county official so that the county government can remit payment.

If you should have any questions, please call me at (803) 737-9093.

JAB:bc



# OCONEE COUNTY SOLID WASTE

208 BOOKER DRIVE  
WALHALLA, SOUTH CAROLINA 29691  
TELEPHONE (803) 638-4224  
FAX (803) 638-4225

February 28, 1996

Mr. Norman D. Crain  
Supervisor/Chairman Oconee County Council  
and Oconee County Council Members  
208 Booker Drive  
Walhalla, South Carolina 29691

Dear Mr. Crain and Council Members:

The Oconee County Solid Waste Commission would like to request that the Council take under consideration three (3) additional Manned Convenience Centers to be constructed; one (1) in the Cheohee Valley area, one (1) in the Long Creek area and one (1) in the Fair Play area.

A. Cheohee Valley area

This is a rapidly growing area and since we were unable to secure property at highways 183 and 11 for a center, the nearest sites for this area will be the Ebenezer site and the Salem site, neither of which are convenient for the Cheohee Valley residents.

B. Long Creek area

We understand that funding for a center in this area has been appropriated, but no site has been selected. We will gladly work with Buddy Hawk or whomever to secure property for a site.

C. Fair Play area

The Fair Play area has an increasing population and would be well served by placing a Manned Convenience Center near highway 59 and 182. We understand that the County owns some property in this area.

The Solid Waste Commission would like to express their appreciation for your consideration of these sites which will completely eliminate the outdated greenbox system and give the residents of Oconee County the opportunity to reduce the amount of waste going to a landfill by recycling.

Sincerely,

A handwritten signature in cursive script that reads "Ralph E. Nix/pm".

Ralph E. Nix  
Oconee County  
Solid Waste Commission

REN/pm

In Consideration of Our Environment This Product Was Made With Recycled Paper and Soy-based Ink

*MAIL BACK Copy, [SC]*

**FLOYD'S OF SOUTH CAROLINA, INC.  
TRANSPORTATION AND DISPOSAL SERVICE AGREEMENT**

THIS AGREEMENT, FOR USE BY THE PARTIES HEREIN CONTRACTING FOR TRANSPORTATION AND DISPOSAL OF BIOMEDICAL WASTE MATERIALS (INFECTIOUS), IS EXECUTED BY AND BETWEEN FLOYD'S OF SOUTH CAROLINA, INC. AND Oconee Law Enforcement Center (Oconee County)  
of 208 Booker Drive, Walhalla, SC 29691 (Physical 300 S. Church St.)

WHEREAS, THE CONTRACTOR IS IN THE BUSINESS OF COLLECTING AND DISPOSING OF BIOMEDICAL (INFECTIOUS) WASTE, AND WHEREAS, THE CONTRACTOR IS FULLY LICENSED TO COLLECT AND TRANSPORT SAID WASTE MATERIALS FOR HIRE, AND WHEREAS, THE CLIENT DESIRES TO CONTRACT FOR BIOMEDICAL WASTE (INFECTIOUS) PACKAGING, TRANSPORTATION, AND DISPOSAL SERVICES AND THE CONTRACTOR DESIRES TO PROVIDE SUCH SERVICES; NOW, THEREFORE, IN CONSIDERATION OF THE MUTUAL COVENANTS CONTAINED HEREIN AND FOR OTHER GOOD AND VALUABLE CONSIDERATION, THE PARTIES, INTENDING TO BE LEGALLY BOUND, AGREE AS FOLLOWS:

I. COVENANTS: THE CLIENT AGREES TO REQUEST CONTRACTOR TO PROVIDE BIOMEDICAL WASTE (INFECTIOUS) TRANSPORTATION AND DISPOSAL SERVICES FOR ALL SHIPMENTS OF OUTBOUND WASTE. THE CONTRACTOR AGREES TO UTILIZE BEST EFFORTS TO PROVIDE THE SAID SERVICES WHEN REQUESTED BY THE CLIENT.

II. FEES: FOR THOSE SERVICES PROVIDED TO THE CLIENT BY THE CONTRACTOR THE CLIENT SHALL AGREE TO PAY THE CONTRACTOR \$ 30.00 BOX AS Needed PER BOX OF MEDICAL WASTE. CONTRACTOR WILL PROVIDE: 1. ONE (1) 18 X 18 X 24 CORRUGATED BOX (22.5 LB. AVG./BOX) 2. ONE (1) 3 mil. RED BAG LINERS WITH TIES. ADDITIONAL SUPPLIES ARE AVAILABLE UPON REQUEST. CLIENTS REQUESTING ADDITIONAL SUPPLIES WILL BE BILLED ACCORDINGLY.

III. TERMS OF PAYMENT: ALL MONTHLY INVOICES ARE DUE AND PAYABLE 1/10, NET 30, WITH A 1.5% CHARGE ON ALL INVOICES PAID AFTER 30 DAYS.

IV. TRANSPORTATION: FLOYD'S OF SOUTH CAROLINA, INC. WILL BE RESPONSIBLE AND PAY FOR ALL TRANSPORTATION EQUIPMENT, MAINTENANCE, AND ALL RELATED COSTS, DRIVERS, AND PROPER OVER-THE-ROAD WASTE HANDLING AND TRANSPORTATION. FLOYD'S OF SOUTH CAROLINA, INC. SHALL PERFORM AS AN INDEPENDENT CONTRACTOR, AND IS NOT AND SHALL NOT HOLD ITSELF AS AN AGENT, SERVANT, OR EMPLOYEE OF SAID CLIENT.

V. INSURANCE: FLOYD'S OF SOUTH CAROLINA, INC. AGREES TO KEEP IN FORCE ALL INSURANCE THAT IS REQUIRED TO TRANSPORT BIOMEDICAL WASTE (INFECTIOUS).

VI. NOTIFICATION: FOR PURPOSES OF PROVIDING NOTICE REGARDING THIS AGREEMENT, THE CONTRACTOR SHALL BE NOTIFIED AT:

FLOYD'S OF SOUTH CAROLINA, INC.  
POST OFFICE BOX 12318  
ROUTE 8, TV ROAD  
FLORENCE, SC 29504

NOTICE SHALL BE IN WRITING BY PERSONAL DELIVERY OR CERTIFIED MAIL, RETURN RECEIPT REQUESTED, POSTAGE PREPAID, AND SHALL BE DEEMED EFFECTIVE WHEN RECEIVED BY THE OTHER PARTY.

VII. TERM: THE INITIAL TERM OF THIS AGREEMENT SHALL BE FOR A PERIOD OF TWENTY-FOUR (24) MONTHS AND SHALL AUTOMATICALLY CONTINUE THEREAFTER FOR SUCCESSIVE TERMS OF TWENTY-FOUR (24) MONTHS, UNLESS OR UNTIL TERMINATED AS HEREINAFTER PROVIDED. CONTRACTOR AND CLIENT SHALL HAVE THE RIGHT TO TERMINATE THIS AGREEMENT AS OF THE END OF THE INITIAL TERM OR ANY SUCCESSIVE TERM EFFECTIVE UPON SIXTY (60) DAYS PRIOR WRITTEN NOTICE (CERTIFIED MAIL) TO THE OTHER. IN THE EVENT CLIENT TERMINATES SERVICES HEREUNDER OR THIS AGREEMENT PRIOR TO EXPIRATION THE TERM HEREOF OR FAILS TO PERFORM IN ACCORDANCE WITH ANY PROVISION OF THIS AGREEMENT, CONTRACTOR SHALL HAVE, WITHOUT LIMITATION, ALL RIGHTS AND REMEDIES PROVIDED AT LAW OR IN EQUITY, AS WELL AS THE FOLLOWING:

A. CONTRACTOR MAY TERMINATE THIS AGREEMENT AND RECOVER THE FOLLOWING AMOUNT WHICH THE PARTIES HEREBY ACKNOWLEDGE CONSTITUTES CONTRACTOR'S LIQUIDATED DAMAGES AND NOT A PENALTY; TWENTY PERCENT (20%) OF THE CUSTOMER'S AVERAGE MONTHLY CHARGE MULTIPLIED BY THE NUMBER OF MONTHS (INCLUDING PARTIAL MONTHS) REMAINING UNTIL THE EXPIRATION DATE OF THE THEN CURRENT TERM OF THE AGREEMENT AS SET FORTH IN THE AGREEMENT; OR B. CONTRACTOR MAY SUSPEND THIS AGREEMENT UNTIL ALL DEFAULTS ARE CURED BY CLIENT, RECOVER ANY DAMAGES SUSTAINED HEREBY, AND, UPON THE CURING OF ALL DEFAULTS BY CLIENT, REINSTITUTE SERVICE PURSUANT TO THIS AGREEMENT FOR THE REMAINDER OF THE TERM AND CHARGE THE RECOMMENCEMENT CHARGE. UNDER SUCH CIRCUMSTANCES, THE TERM SHALL NOT BE EXTENDED FOR THE PERIOD OF SUCH SUSPENSION. IN ADDITION, IN THE EVENT CLIENT FAILS TO PAY CONTRACTOR ANY AMOUNTS DUE HEREUNDER, OR OTHERWISE FAILS TO PERFORM THIS AGREEMENT, AND CONTRACTOR REFERS SUCH MATTER TO AN ATTORNEY, CUSTOMER AGREES TO PAY, IN ADDITION TO OTHER AMOUNTS ADJUDGED DUE, ANY AND ALL COSTS INCURRED BY CONTRACTOR AS A RESULT OF SUCH ACTION, INCLUDING COSTS OF COURT AND, TO THE EXTENT PERMITTED BY LAW, REASONABLE ATTORNEY'S FEES.

VIII. TERMINATION OF CONTRACT: FLOYD'S OF SOUTH CAROLINA, INC. RESERVES THE RIGHT TO TERMINATE THIS AGREEMENT IF THE CONTRACTOR IS FOUND TO BE IN VIOLATION OF LOCAL, STATE, OR FEDERAL REGULATIONS.

IX. COMPLIANCE: ANY ADDITIONAL COSTS INCURRED BY THE CONTRACTOR TO REMAIN IN COMPLIANCE WITH LOCAL, STATE, AND/OR FEDERAL REGULATIONS WILL BE PASSED ON TO THE CLIENT. SHOULD THIS OCCUR, CONTRACTOR WILL PROVIDE WRITTEN PROOF OF SUCH REGULATIONS AND COST INCREASES.

X. LOADING SHIPMENTS: ALL HANDLING OF BIOMEDICAL WASTE (INFECTIOUS) SHIPMENTS WILL BE CARRIED OUT BY FLOYD'S OF SOUTH CAROLINA, INC. EMPLOYEES OR AGENTS THEREOF. IMPROPER PACKAGING BY CLIENT WILL BE REJECTED BY CONTRACTOR OR REPRESENTATIVE THEREOF.

XI. FINES: FLOYD'S OF SOUTH CAROLINA, INC. WILL BE HELD RESPONSIBLE FOR ANY FINES THAT MIGHT ARISE FROM THE CARGO BEING TRANSPORTED SUCH AS: THE PACKAGING OF THE WASTE MATERIAL, LABELING OF THE BOXES, MANIFESTING, AND DISPOSAL.

XII. CONFIDENTIALITY: FLOYD'S OF SOUTH CAROLINA, INC., CONTRACTOR, AND Monroe LHW, CLIENT, SHALL TREAT AS CONFIDENTIAL AND NOT DISCLOSE TO OTHERS DURING THE TERM OF THIS AGREEMENT, OR ANY EXTENSION THEREOF, ANY INFORMATION DESIGNATED AS CONFIDENTIAL OR PROPRIETARY CONCERNING FLOYD'S OF SOUTH CAROLINA, INC., CONTRACTOR, AND SAID CLIENT'S PLANS, PROGRAMS, PROCESSES, OR EQUIPMENT.

XIII. INDEMNIFICATION: CONTRACTOR AGREES TO INDEMNIFY AND HOLD HARMLESS THE CLIENT, ITS PRESENT AND FUTURE OFFICERS, DIRECTORS, EMPLOYEES, AGENTS, SUBCONTRACTORS AND ASSIGNEES, FROM AND AGAINST ANY AND ALL LIABILITIES, DAMAGES, PENALTIES, AND COSTS AND EXPENSES INCIDENTAL THERETO (INCLUDING COSTS OF DEFENSE, SETTLEMENT, AND REASONABLE ATTORNEY'S FEES) WHICH ANY OR ALL OF THEM MAY HEREAFTER SUFFER, INCUR, BE RESPONSIBLE FOR, OR PAY OUT AS A RESULT OF ANY LIABILITIES THAT OCCUR FROM HANDLING OR BEING EXPOSED TO PROPERLY PACKAGED BIOMEDICAL WASTE (INFECTIOUS). SAID CLIENT WILL BE HELD RESPONSIBLE TO INSURE THAT THEIR WASTE IS LEGAL BIOMEDICAL WASTE (INFECTIOUS) UNDER LOCAL, STATE, AND FEDERAL REGULATIONS. SAID CLIENT IS RESPONSIBLE FOR COSTS OF TRANSPORTATION AND HANDLING OF ANY REJECTED WASTE AT DISPOSAL SITE FOR REASONS OF IMPROPER CONTENTS. INCLUDING, BUT NOT LIMITED TO, RETURNING WASTE TO PICK-UP SITE. EX. "HOT BOXES".

XIV. HEADINGS: PARAGRAPH HEADINGS AS USED IN THIS AGREEMENT ARE FOR CONVENIENCE ONLY AND SHALL HAVE NO EFFECT ON THE TERMS AND CONDITION OF THIS AGREEMENT.

XV. EXCUSE OF PERFORMANCE: THE PERFORMANCE OR OBSERVANCE BY EITHER PARTY OF ANY OBLIGATIONS OF SUCH PARTY UNDER THIS AGREEMENT MAY BE SUSPENDED BY IT IN WHOLE OR IN PART IN THE EVENT OF ANY OF THE FOLLOWING WHICH PREVENT SUCH PERFORMANCE OR OBSERVANCE: ACTS OF GOD, WAR, RIOT, FIRE, EXPLOSION, ACCIDENT, FLOOD SABOTAGE, STRIKE, BLACKOUT, INJUNCTION, NATIONAL DEFENSE REQUIREMENTS, COMPLIANCE WITH GOVERNMENTAL LAWS, REGULATIONS, ORDERS OR ACTIONS, OR ANY OTHER CAUSE BEYOND THE REASONABLE CONTROL OF SUCH PARTY; PROVIDED, HOWEVER, THAT THE PARTY SO PREVENTED FROM COMPLYING WITH THE OBLIGATIONS HEREUNDER, SHALL IMMEDIATELY NOTIFY THE OTHER PARTY THEREOF THAN SUCH PARTY SO PREVENTED SHALL EXERCISE DILIGENCE TO REMOVE OR OVERCOME THE CAUSE OF SUCH INABILITY TO COMPLY, AND PROVIDED FURTHER, THAT NEITHER PARTY SHALL BE REQUIRED TO SETTLE A LABOR DISPUTE AGAINST ITS OWN BEST JUDGMENT.

XVI. ENTIRE AGREEMENT: THIS AGREEMENT REPRESENTS THE ENTIRE AGREEMENT THE PARTIES HERETO RELATING TO THE PROPER PACKAGING AND TRANSPORTING OF THE BIOMEDICAL WASTE MATERIALS AND SUPERSEDES ANY AND ALL PRIOR AGREEMENTS OR UNDERSTANDINGS, WHETHER WRITTEN OR ORAL, THAT MAY EXIST BETWEEN CLIENT AND CONTRACTOR.

XVII. BINDING EFFECT OF CONTRACT: THIS CONTRACT SHALL BE BINDING ON THE PARTIES AND THEIR RESPECTIVE HEIRS, EXECUTORS, ADMINISTRATORS AND ASSIGNS AND SHALL IN ALL EVENTS BE CONSTRUED UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA.

XVIII. MODIFICATION OR BREACH OF CONTRACT: THE PROVISIONS OF THIS CONTRACT SHALL NOT BE MODIFIED OR CHANGED IN ANY FORM EXCEPT BY MUTUAL CONSENT AND AGREEMENT OF THE PARTIES, EXPRESSED IN WRITING. BREACH OF CONTRACT WILL RESULT IN PROSECUTION OF WRONGFUL PARTY AND SAID PARTY WILL BE SOLELY RESPONSIBLE FOR ANY AND ALL ATTORNEYS FEES AND COSTS INCURRED RESULTING FROM SUCH ACTION.

IN WITNESS WHEREOF, THE PARTIES HAVE HEREUNTO SET THEIR HANDS AND SEALS TO THE FOREGOING CONTRACT CONSISTING OF 2 TYPEWRITTEN PAGES THIS 29 DAY OF Feb, 19 96.

[Signature]  
CONTRACTOR'S SIGNATURE

[Printed Name]  
PRINTED NAME

2-29-96  
DATE

\_\_\_\_\_  
CLIENT'S SIGNATURE

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
DATE

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
DATE

BALLENGER, FEDDER, CAIN & NORTON, L.L.P.  
ATTORNEYS AT LAW  
339 BYPASS 123 • POST OFFICE BOX 698  
SENECA, SC 29679  
TELEPHONE (864) 882-6608  
FACSIMILE (864) 882-7182

W.J. Fedder (Of Counsel)  
Timothy M. Cain, P.A.  
Bradley A. Norton

William H. Ballenger (Of Counsel)  
Karen F. Ballenger

March 1, 1996

Kenneth C. Anthony, Jr., Esquire  
KNIE, WHITE & ANTHONY  
P.O. Box 3565  
Spartanburg, SC 29304

Re: Sludge Dryer Contract between Oconee County Sewer  
Commission and Envirofab, Inc.

Dear Mr. Anthony:

I have been requested to assist the Oconee County Sewer Commission. Your correspondence dated December 7, 1995 has been referred to me for reply.

It is my understanding that a notice to proceed has been issued by the Sewer Commission to Envirofab, Inc. to begin work in accordance with the terms and provisions of the contract by and between the two parties dated October 6, 1995. Subsequently, Mr. Richard Hartis informed the Commission that Envirofab could not proceed due to its inability to obtain satisfactory financing for construction of the sludge dryer. Pursuant to the notice to proceed, the work is to be completed by March 12, 1996.

The contract that was ultimately entered into between the parties was the product of extensive discussions and negotiations between the parties. The contract does not contain a contingency which would excuse non-performance on the part of Envirofab for failure to obtain financing. The contract does provide that time is of the essence of the agreement.

In this regard, it is the position of the Commission that Envirofab, Inc. is required to perform in accordance with the terms of the contract.

Unless arrangements acceptable to the Commission are made to proceed with the work in accordance with the terms of the contract, the Commission is prepared to pursue all legal and equitable remedies provided by law, to include an action for breach of the contract.

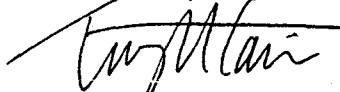
Mr. Anthony  
Page 2  
March 4, 1996

Please advise me of your client's position in this matter so that I may advise the Commission how to proceed.

Thanking you for your attention to this matter, I am,

Sincerely,

BALLENGER, FEDDER, CAIN & NORTON, L.L.P.



Timothy M. Cain

TMC/apc

cc: Mr. Norman D. Crain  
Mr. Howard S. Adams  
Mr. Robert C. Winchester

February 27, 1996

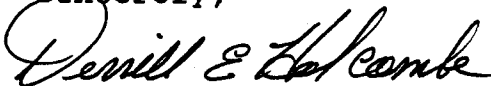
Oconee County Council  
Walhalla, S. C.

To Whom It May Concern:

As of March 15, 1996, I will be resigning from the City and County Sanitation Department as Commissioner.

I appreciate the past fourteen years in this position with Mr. Phinney and Norman Crane and wish continued success.

Sincerely,

A handwritten signature in cursive script that reads "Derrill E. Holcombe". The signature is written in dark ink and is positioned below the word "Sincerely,".

Derrill Holcombe



# *City of Westminster*

P.O. Box 399  
WESTMINSTER, SOUTH CAROLINA 29693  
803/647-3200 or 803/647-3202

February 21, 1996

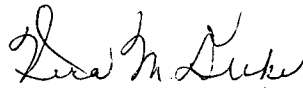
The Honorable Norman Crain  
Oconee County Supervisor  
208 Booker Drive  
Walhalla, SC 29691

Dear Supervisor Crain:

At their February 20, 1996 Meeting, the Westminster City Council re-appointed Mr. Rhett Smith to serve on the Oconee County Sewer Commission as our City Representative. Please notify the Oconee County Council and the Oconee Sewer Commission of this appointment.

Thank you for all you have done for the Citizens of Westminster.

Sincerely,



Vera M. Duke, Mayor  
City of Westminster

VMD:mhb

c: Council Members